


Consolidated Figures

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Comments on the Accounts (000 €)

Balance sheet

ASSETS

START-UP COSTS

These costs amount to 312.8, down 234.5, following the withdrawal of Sotagus from the composition (372.8), slightly offset by the inclusion of Citri (56.5), and study costs at SPC (66.2) and computer software costs at Interpec (73.1).

INTANGIBLE FIXED ASSETS

Included under this heading are 2,840.8, 873 of which are research and development costs, 1,966 patent concessions and 2 payments made on account. The "research and development" item consists of Sapec Agro (Spain) 139, Tradecorp 466 and Agro 268 costs. The "concession and patent" item is mainly for Sapec Agro (Spain) 1,963.

CONSOLIDATION GOODWILL

The consolidation goodwill of 15,096 is distributed as follows :

> Sapec SGPS	911.2
> Agrides	3,327.9
> Saltesa	4,124.7
> Guadalmancha	373.6
> Quimiflex	69.7
> Proquisol	534.8
> Agro España	40.8
> Tradecorp	5,713.3

In accordance with the Group's depreciation rules, this goodwill is depreciated over 20 years with the exception of the goodwill for the Sapec SGPS part, acquired in 1993, which is depreciated over 16 years.

The annual depreciation is 684.9 .

TANGIBLE FIXED ASSETS

This item amounts to 93,321.7, which is broken down as follows :

> Land and constructions	40,588.0
> Plant, machinery, tools	26,637.7
> Furniture, rolling stock	3,896.7
> Financial leasing	8,583.0
> Other fixed assets	510.2
> Fixed assets in course of construction	13,106.1

The value, on 31st December 2001, was increased by 9,103.1. These variations are a result of the withdrawal of Nuevo Corrales and of Sotagus from and the inclusion of Saltesa in the composition.

In terms of investments, the year's acquisitions amount to 12,402.2 . They relate, among other things, to the infrastructure costs of building land 3,924.2 at Inmobiliaria, warehouses and their installations at Agro 2,144.0, renovation of the Lisbon office 515.5, the new stacking equipment for the land-based logistics of SPC 277.4, the construction of a second warehouse for Interpec Sur in Cadiz 1,503.1, and its hoisting equipment 415.2.

LONG-TERM INVESTMENTS

The Holdings item amounts to 10,133.2 representing stakes in non-consolidated companies.

This item is up 3,107.3 due to the acquisition of Hidronorte and the formation of Tradecorp Espana (USA) and Nevada Chemicals (Mexico). To take the market situation into account, a reduction in value was applied to the Zetes holding 1,774.6.

The accounts receivable from other holdings amount to 2,175.9 , up 2,092.5 after the subscription of 800 to the bond with warrant issued by Zetes, and 1,324.2 of accounts receivable held in Hidronorte, a Guadalmancha subsidiary.

STOCK AND CURRENT ORDERS

This item amounts to 64,041.0, down 9,754.1 .

This fall is mainly due to the reduction in the goods stock of the Food Processing Distribution sector in Spain and Portugal.

SHORT-TERM ACCOUNTS RECEIVABLE

This item, for an amount of 56,613.7, is up 12,872.4 compared to 2000. The 6,367.3 increase in other accounts receivable relates, with the inclusion of Saltesa in the composition, to : one account receivable from Horizontes Internacionales (Hidronorte shareholder) 1,677.0, the balance of the payment to be received from the sale of Nuevo Corrales 511.0, a loan to Hidronorte 1,325.6, an advance for the further acquisition of Hidronorte shares 276.0, and an account receivable relating to the resolution of a dispute at Interpec Iberica regarding customs duties 859.0.

SHORT-TERM ACCOUNTS RECEIVABLE

This item reached 30,869.3, an increase of 2,842.8.

During the financial year, Sapec redeemed own shares, in accordance with the decision reached by the general meeting of 19th June 2001. The number of redeemed certificates on 31.12.2001 was 22,735, valued at 875.3.

The balance of the short-term and liquid investments is distributed as follows, according to sector of activity :

> Agro	2,182.9
> Chemical distribution	3,489.7
> Distr. of food processing products	1,440.7
> Logistics	547.8
> Energy	935.5
Others including :	
> Sapec SGPS	7,438.5
> Sapec S.A.	4,963.7
> Inpec	194.7
> Tharsis	6,230.7
> Iberia Reinsurance	2,469.8
> Miscellaneous	100.0

Regarding the whole of the liquidity position item, it should be noted that the structurally surplus companies are Tharsis (holding company of the Energy sector), Iberica Reinsurance by virtue of the nature of their activities and the holdings Sapec S.A. and Sapec SGPS. The liquidity position of the other companies relates to the normal management of their needs in working capital.

Despite the fact that the Group has no Coordination Centre, an accounts centralisation system was put in place in 1999.

LIABILITIES

SHAREHOLDERS' EQUITY

The main variations come from :

- > the result of the financial year 7,342.4, the 2000 dividend adjustment : 18.2, the cancellation of own shares at the EGM of 19/6/2001 – 1,894.0 and the proposed distribution – 2,235.5,
- > the negative exchange adjustments, down 69.9,
- > the use of capital subsidies amounting to 33.8 ,
- > the reduction in gains from the restatement of assets because of the disposal of assets in Sapec Imobiliaria (mainly to the Citri company) 616.7 and the removal from fixed assets of plant and equipment that have become completely obsolete 655.8 ,
- > the reduction in consolidation goodwill following the merger of Sapec S.A. and of Mines and Industries 230.0.

THIRD PARTY INTERESTS

Third party interests are distributed as follows :

Tharsis	6,613.4
Proquisol	24.5
Guadalmancha	3,920.1
Citri	936.7
Quimiflex	32.9
Interpec Sur	237.4
	11,765.0

CONTINGENCY AND LOSS PROVISIONS

The Provisions item rose by 2,178.1 , mainly because of the 662.7 increase in a provision for a second dispute relating to Community import duties on certain food products, and the creation by SPC of a provision of 1,500 created to cover the risks linked to the disposal of port activities.

A third party procedure was brought by Systemat in 2000 with regard to its acquisition of Prologica. The company feels that, in view of the facts in its possession, this procedure is groundless and does not require provision.

LONG-TERM LIABILITIES

This item amounts to 27,077.6, down 1,625.6.

The main changes to this item are due to the withdrawal of Sotagus from the composition - 5,330.9 and the inclusion of Saltesa 4,841.0.

SHORT-TERM LIABILITIES

This item 134,063.9 breaks down into :

Long-term liability (part falling due within the year)	8,757.9
Short-term financial liability	79,546.6
Suppliers	19,813.0
Payments on account received for orders	3,184.8
Fiscal, social, salary liabilities	6,861.6
Other liabilities	15,900.0

All of the financial liabilities are at floating exchange rates, the reference for the bank liabilities being the interbank rate (Euribor at 3 months), plus the bank margin.

Around 40% of the short-term bank liability relates to the trade activities in Spain and Portugal, i.e. 36,710.6. The trade activities, by definition, do not need much equity capital. As the financial liability is directly linked to the large volume and has a rapid rate of rotation, large variations can therefore occur from year to year.

Financial gearing	31.12.00	31.12.01
Long-term liabilities	27,234.9	26,018.0
Long-term liabilities falling due within the year	6,797.4	8,757.9
Short-term liabilities : credit institutions	63,500.2	62,236.2
commercial papers	11,006.2	17,310.4
Liquidity position	(28,026.5)	(30,869.3)
Net financial liability	80,512.2	83,453.2

In addition to the integration of Saltesa 2,871.0, the sums constituting the "Other liabilities" item include Sapec Imobiliaria costs for the viability of building land 4,164.7 and dividends payable in Sapec S.A. 1,676.6.

RESULTS

The Group's consolidated turnover amounts to 420,252.3, compared to 401,499.5 the previous year.

The contribution of the various sectors to sales and services is as follows :

	2000	2001
Agro	42,426	51,148
Chemical distribution	24,670	27,211
Food processing distribution	305,138	324,118
Port and land-based logistics	31,586	20,285
Energy	2,014	2,397
Other companies and consolidation adjustments	3,428	472

The Group sold its Lisbon and Leixões port activities (withdrawal of Sotagus and Ten in 2001) and increased its "Energy" activities with the acquisition of 51% of the Spanish Saltesa company and 34% of Hidronorte.

In Chemical Distribution, the Group formed the Citri company in partnership. However, these companies, included at the end of the financial year, have not yet contributed to the group turnover.

The operating result amounts to 8,743.2 compared to 9,223.5 in 2000, a reduction due to the poorer performance of the Agrochemicals and Chemical Products Distribution sectors.

The net financial charges amount to 6,543.2, including the depreciation of the consolidation goodwill of 684.9.

The other investment income relates to positive exchange adjustments and exchange differences in commercial operations 623.7, discount income, option premiums received, etc... 1,508.1.

The other financial charges include conversion costs and exchange losses of 690.7, discount costs and bank charges, option premiums paid and bank charges for payment 3,267.5.

The extraordinary results show a positive balance of 11,819.1, which breaks down as follows :

Extraordinary income

> Capital gains on sale of Nuevo Corrales (Tharsis)	7,448.8
> Capital gains on disposals of holdings (port handling)	6,767.3
> Capital gains on various other disposals (property)	2,937.1
> Resolution of tax dispute of a customs nature	1,517.6
> Sundry income	239.8
	18,910.6

Extraordinary expenses

> Loss on various disposals	566.1
> Reduction in value of holding (Zetes)	1,774.6
> Severance pay, restructuring	532.5
> Provisions for activity disposal guarantee (port handling)	1,500.0
> Loss linked to derivative cover instruments	1,007.6
> Provisions for dispute re import duties	662.7
> Losses re food processing transport	124.7
> Costs linked to property disposals	714.8
> Sundry expenses	208.5
	7,091.5

The current result amounts to 2,200.0 compared to 4,797,5 in 2000.

The consolidated net result represents a profit of 9,464,2 compared to 9,121.5 in 2000.

The group share amounts to 7,342.4, compared to 8,865.3 in 2000.

CONTRIBUTION OF THE SECTORS

CONTRIBUTION OF THE DIVISIONS TO THE CONSOLIDATED NET CURRENT RESULT

	1999	2000	2001
Fertilisers	-248	-	-
Agro	1,363	1,884	1,264
Chemical distribution	793	818	559
Logistics	1,413	149	510
Food processing distribution	2,454	2,280	1,783
Information technology	1,140	-	-
Energy	1,017	471	586
Other companies and reprocessing	-2,206	-2,553	-4,289
TOTAL	5,726	3,049	413

1) Comments

The “Other companies and reprocessing” item consists mainly of the positive or negative contributions of the non-operational companies such as Sapec S.A, Sapec Portugal SGPS, Sapec Imobiliária or Iberia Reinsurance and of consolidation reprocessing such as, for example, depreciation on consolidation goodwill.

The net current result of 413 is the sum of the gross current result of 2,200, less the tax bill from the current activity. For the 2001 financial year, the specific tax bill linked to the extraordinary results made amounts to 2,768.

The net current result of the divisions totals 4,702.

The net negative contribution to the net current result of the non-operational companies amounts to 3,132 (including consolidation adjustments). Sapec Imobiliária manages the group’s property holdings. Its structural costs and financial profit or loss included have a negative effect on the net current result of 1,157. These costs must be compared with the property capital gains regularly generated by the programme of disposal of these assets, which will continue in the next few years.

By way of reminder, for the 2001 financial year, the capital gains from property net of taxes were 6,450.

2) Breakdown of the Contribution of the Divisions to the Consolidated Results of Sapec Group

GROUP HOLDING (economic)	100%	100%	100%	100%	45%	
	Agro	Chemical distribution	Logistics	Food processing distribution	Energy	Total contributions
Sales & services	51,148	27,211	20,285	324,118	2,397	425,159
	12.0%	6.4%	4.8%	76.2%	0.6%	100 %
Operating result	4,192	1033	1,409	5,119	1,244	12,997
	32.3%	7.9%	10.8%	39.4%	9.6%	100 %
Net current result	1,264	559	510	1,783	586	4,702
	26.9%	11.9%	10.8%	37.9%	12.5%	100 %
Net current cash flow	4,182	945	2,425	2,100	1,138	10,790
	38.7%	8.8%	22.5%	19.5%	10.5%	100 %

This distribution is based on the following method :

Each division is shown according to the consolidated method admitted by the Group, i.e. taking into account the full integration method for companies in which the Group has exclusive control (stake greater than 50%) or the method of consolidation by proportional integration in the case of joint control as laid down by the royal decree on consolidation rules.

Analysis of the table leads to the following observations :

- The Agro and Food Processing Distribution sectors are the main contributors to the net current results. However, it should be said that the Logistics sector, which sold off the Lisbon and Porto port terminals, is currently undergoing reorientation and that the Energy sector is set to be strengthened because of the acquisitions made at the end of the financial year, which had no impact on the 2001 financial year.
- In terms of cash flow, the breakdown is less bipolar. The main progress comes from the Agro sector, resulting from the increased penetration in Spain. The potential of this sector is established for future financial years, as is that of the Energy sector, as explained.

Balance sheet and consolidated profit and loss account

Assets	2001	2000	1999
in thousands of EUR			
Fixed long-term assets	123,881	107,317	83,701
I. Start-up expenses	313	547	123
II. Intangible fixed assets	2,841	2,464	396
III. Consolidation goodwill	15,096	11,690	5,996
IV. Tangible fixed assets	93,322	84,219	65,471
A. Land and buildings	40,588	40,853	34,513
B. Plant, machinery and equipment	26,638	19,211	12,358
C. Furniture and rolling stock	3,897	4,079	3,524
D. Financial leasing	8,583	8,971	7,205
E. Other tangible fixed assets	510	1,035	1,063
F. Fixed assets under construction and payments made on account	13,106	10,070	6,808
V. Long-term investments	12,309	8,397	11,715
A. Firms subject to equity accounting	-	1,288	-
1. Holdings	-	443	-
2. Accounts receivable	-	845	-
B. Other firms	12,309	7,109	11,715
1. Holdings, stocks and shares	10,133	7,026	10,929
2. Accounts receivable	2,176	83	786
Current assets	152,815	148,181	134,632
VI. Long-term accounts receivable	(0)	1,696	9
A. Commercial accounts receivable	-	-	9
B. Other accounts receivable	-	1,696	-
VII. Stock and current orders	64,041	73,795	56,686
A. Stocks	64,041	73,795	56,686
1. Procurement	6,626	2,773	2,112
2. Goods in progress	343	343	325
3. Finished products	7,619	3,816	2,087
4. Goods	48,703	66,095	51,239
5. Properties intended for sale	540	570	679
6. Payments made on account	210	198	244
VIII. Short-term accounts receivable	56,614	43,742	59,587
A. Commercial accounts receivable	41,248	34,743	38,866
B. Other accounts receivable	15,366	8,999	20,721
IX. Short-term investments	21,140	21,726	9,479
A. Own shares	875	1,693	-
B. Term deposits	20,265	20,033	9,479
X. Liquid assets	9,729	6,300	4,716
XI. Prepaid expenses and expenses to be amortised over several periods	1,291	922	4,155
TOTAL ASSETS	276,696	255,498	218,333

Liabilities	2001	2000	1999
in thousands of EUR			
Shareholders' equity	87,471	85,707	80,300
I. Capital	36,600	36,600	36,594
A. Subscribed capital	36,600	36,600	36,594
II. Share premiums	7,127	7,127	7,127
III. Restatement increase	7,198	8,471	9,709
IV. Consolidated reserves	43,569	40,338	33,606
V. Consolidation goodwill	1,772	2,002	1,935
VI. Exchange adjustments	(9,416)	(9,486)	(9,453)
VII. Capital subsidies	621	655	782
Third parties' interests	11,765	6,769	7,217
VII. Third parties' interests	117,65	6,769	7,217
Provisions and deferred taxes	9,263	5,575	5,566
IX. A. Provisions for liabilities and charges	6,091	3,912	3,738
2. Fiscal charges	207	207	207
4. Other liabilities and charges	5,884	3,705	3,531
B. Deferred taxes and fiscal latency	3,172	1,663	1,828
Liabilities	168,197	157,447	125,250
X. Long-term liabilities	27,078	28,703	13,480
A. Financial liabilities	26,018	27,235	13,476
3. Financial leasing and similar liabilities	3,831	4,990	4,390
4. Credit institutions	22,187	22,245	8,850
5. Other loans	-	-	236
D. Other liabilities	1,060	1,468	4
XI. Short-term liabilities	134,063	123,030	102,580
A. Long-term liabilities falling due within the year	8,758	6,798	1,874
B. Financial liabilities	79,546	74,506	67,905
1. Credit institutions	62,236	63,500	48,216
2. Other loans	17,310	11,006	19,689
C. Commercial liabilities	19,813	25,666	23,775
1. Suppliers	19,813	25,666	23,752
2. Bills of exchange payable	-	-	23
D. Payments on account received for orders	3,185	-	-
1. Payments on account received	3,185	-	-
E. Fiscal, pay and social security liabilities	6,861	4,428	4,632
1. Taxes	2,751	2,732	1,663
2. Remunerations and social security taxes	4,110	1,696	2,969
F. Other liabilities	15,900	11,632	4,394
XII. Prepaid income	7,056	5,714	9,190
TOTAL LIABILITIES	276,696	255,498	218,333

Profit and Loss Account

	2001	2000	1999
in thousands of EUR			
I. Sales and services	425,631	409,262	426,411
A. Turnover	420,252	401,500	420,335
B. Variation in goods in process, finished products and orders	2,494	2,202	(1,314)
C. Fixed assets produced for own use		71	74
D. Other operating revenue	2,885	5,489	7,316
II. Costs of sales and services	(416,888)	(400,039)	(415,309)
A. Procurement and goods	(364,617)	(340,414)	(329,065)
1. Purchases	(350,441)	(351,269)	(353,127)
2. Inventory change	(14,176)	10,855	24,062
B. Sundry goods and services	(26,986)	(32,542)	(44,011)
C. Remunerations, social security charges and pensions	(17,963)	(19,403)	(33,181)
D. Depreciation and reductions in value on start-up expenses, intangible and tangible fixed assets	(5,683)	(5,670)	(6,628)
E. Reduction in value on accounts receivable Depreciation on consolidation difference	(231)	(299)	(215)
F. Other operating expenses	(1,408)	(1,711)	(2,209)
III. Operating profit (loss)	8,743	9,223	11,102
IV. Investment income	3,574	4,081	2,820
A. Income from long-term investments	-	5	-
B. Income from current assets	1,442	1,256	961
C. Other investment income	2,132	2,820	1,859
V. Finance costs	(10,117)	(8,507)	(6,749)
A. Liabilities expenses	(5,474)	(5,174)	(3,671)
B. Depreciation on positive consolidation goodwill	(685)	(707)	(391)
C. Other financial expenses	(3,958)	(2,626)	(2,687)
VI. Pre-tax operating profit (loss) of consolidated enterprises	2,200	4,797	7,173
VII. Extraordinary income	18,910	8,668	20,700
A. Recovery of depreciation and reductions in value on intangible and tangible fixed assets	0	5	-
C. Gains on disposal of fixed assets	17,153	7,938	20,379
D. Other extraordinary income	1,757	725	321

— C O N S O L I D A T E D F I G U R E S —

	2001	2000	1999
in thousands of EUR			
VIII Extraordinary expenses	(7,091)	(2,606)	(5,318)
A. Reductions in value on long-term investments	(1,775)	(211)	(52)
B. Provisions for extraordinary liabilities and charges	(2,174)	(175)	(1,221)
C. Loss on disposal of fixed assets	(566)	(164)	(317)
D. Other extraordinary expenses	(2,576)	(2,056)	(3,728)
IX. Pre-tax profit (loss) for the financial year of consolidated enterprises	14,019	10,859	22,555
X. Deduction in advance/Transfer to deferred tax	-1,468	41	(52)
XI. Tax on profit or loss	(3,087)	(1,755)	(1,624)
A. Tax	(2,973)	(1,560)	(1,459)
B. Tax adjustment and recovery of fiscal provision	(114)	(195)	(165)
XII. Profit (loss) of consolidated enterprises	9,464	9,145	20,879
XIII. Share in the result of enterprises subject to equity accounting	-	(24)	-
B. Result as loss	-	(24)	-
XIV. Consolidated profit (loss)	9,464	9,121	20,879
XV. Share of third parties in the result	(2,122)	(256)	(454)
XVI. Group share in the result	7,342	8,865	20,425

Statement of sources and application of funds based on cash flow (000 EUR)

	2001	2000	1999
A. Cash flow of operating transactions			
Result for the year	9,464	9,122	20,879
Depreciation provision (recovery) and reductions in value of fixed assets	6,368	6,377	7,071
Reductions in value of long-term loans and investments	1,775	211	-
Charge (allocations and recovery) to provisions for liabilities and charges	2,174	175	643
Self-financing	19,781	15,885	28,594
Elimination of capital gains (net of tax)	- 16,587	- 7,774	- 20,062
Operating cash flow	3,194	8,110	8,532
Variation in the short-term operating financing need:			
Inventory change and current orders	9,754	- 16,023	- 27,652
Variation in commercial accounts receivable	- 8,066	- 223	- 9,615
Variation in commercial liabilities	- 4,836	1,301	12,828
Operating surplus on operat. working capital need	45	- 6,834	- 15,906
Variation in other short-term accounts receivable	- 4,999		
Variation in long-term accounts receivable	-		
Variation in long-term liabilities	- 409		
Variation in wage and social security tax liabilities	1,127	- 1,065	3,731
Variation on other liabilities	6,654	2,704	- 1,408
TOTAL OPERATING LIQUIDITY POSITION	2,419	-5,195	-13,584
B. Cash flow of investment operations			
Aquisition of fixed assets			
start-up costs	- 244	- 662	- 37
intangible fixed assets	- 1,410	- 2,332	- 233
tangible fixed assets	- 12,414	- 23,164	- 9,098
financial participations	- 13,785	- 11,369	- 14,388
Balance payable to suppliers	-	3,791	-
	- 27,853	-33,736	-23,757
Variation in long-term loans	- 2 093	228	1,226
Disposal of fixed assets			
tangible fixed assets	11,146	6,681	2,763
financial participations	13,700	6,707	32,303
variations in accounts receivable for disposal of assets	1,696	14,769	- 16,455
	26,542	28,157	18,610
TOTAL INVESTMENT LIQUIDITY POSITION	-3,404	-5,351	-3,920

C - Cash flow of financing operations:

Capital increase	-	-	-
Dividend allocated to the shareholders	-2,236	-2,127	-2,005
Variation in long-term loans	-727	11,605	606
	-2,963	9,478	-1,399
A+B+C = TOTAL CASH FLOWS	-3,947	-1,068	-18,903
Variation in short-term investments and liquid assets	1,507	10,248	-7,336
Variation in short-term financial liabilities	-5,454	-11,316	-11,567
VARIATION IN LIQUIDITY POSITION	-3,947	-1,068	-18,903

