

PEREZ COMPANC SA
Form 6-K
April 07, 2003

PEREZ COMPANC S.A.

Financial Statements, Annual Report and Summary of Events
as of December 31, 2002 and 2001
Independent Public Accountant´s Report

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TO OUR SHAREHOLDERS

The year 2002, the Company's 5th fiscal year, elapsed within a particularly complicated domestic and international context that had a special impact on all the Company's activities.

As from December 2001 and during 2002 first semester, Argentine markets were hit by a deep economic-financial crisis that entailed significant changes to the Company's business structure.

Regulations such as the amendment to the Convertibility Law, with the consequent peso devaluation, the dedollarization and elimination of adjustment clauses on utility rates, the introduction of new tax measures such as taxes on exports, in addition to the upsurge of inflation, provoked a profound change in the macroeconomic scenario.

Considering the extraordinary context within which the Company had to operate, the Company's business management during this year was focused on maximizing cash generation.

Based on such strategy, an action plan was implemented in 2002 mainly aimed at the refinancing a substantial portion of the financial debt, on the one hand, and reducing investments on account of the lack of financing derived from the systemic crisis in Argentina, on the other.

Early in 2002, the Company started the financial debt refinancing process completed in October. As anticipated, negotiations were developed within a complex political and economic scenario. The results, however, were successful since we achieved the renegotiation of US\$1,694 million of our total debt clearly improving the Company's debt maturity profile.

Such a process evidenced investors' and local and international financial institutions' confidence in the Company's business prospects. Accordingly, the refinancing process will allow for a future improved

development of the Company's business plan.

Net income for fiscal year ended December 31, 2002 was a P\$1,192 million net loss. Such loss was mainly attributable to:

-the impact of the peso devaluation on our foreign currency-denominated debt,

-equity in earnings of utility companies whose rates were dedollarized and whose debts, primarily denominated in dollars, increased as a result of devaluation,

-impairment of certain assets and operations.

Notwithstanding these effects, throughout 2002 the Company succeeded in maintaining a very good operating performance, as shown by the following performance indicators:

Net consolidated sales totaled P\$4,521 million, accounting for a 27.1% increase mainly resulting from an increase in the main commodities prices and from the exchange rate applied on exports and foreign operations.

Operating income increased to P\$1,285 million or 13.9% from P\$1,128 million in the previous year. Sixty five per cent (65%) of this income was contributed by the Oil and Gas Exploration and Production business segment, 19% by Petrochemicals and the remaining 16% by the other businesses.

Operating income for the Oil and Gas Exploration and Production business segment increased to P\$917 million or 56.5%, even when oil and gas sales volumes declined 2.9%, excluding the effect of the Pampa del Castillo-La Guitarra area sale.

Operating income for the Petrochemical business segment significantly rose to P\$266 million or 329%, on account of increased international margins in styrenics and fertilizers. In addition, it is worth noting that Innova's competitive advantages in Brazil, including, state-of-the-art technology, a cost-efficient structure and the plant's strategic location, contributed to achieve such operating performance levels.

In 2002, we significantly moved forward in the strategy of positioning us as an integrated energy company. To such effect, the Company made several non-core divestments, such as Pecom Agra, Pecom Agropecuaria, Cerro Vanguardia and the forestry business. All these transactions accounted for a significant cash generation.

Simultaneously, the Company started to produce oil at Block 18 (in Ecuador) with a daily production of 4.5 thousand barrels in December 2002.

Change in the Controlling Group

On October 17, 2002, the 58.62% equity interest in Perez Companc S.A. capital stock was sold to Petrobras Participações, S.L. Such acquisition by Petrobras is directly related to its long term strategy aimed at internationalizing its businesses and becoming an integrated energy company with regional presence.

The combination of both companies gives rise to complementary advantages that provide an energy company such as Perez Companc the ability to continue with the implementation of its development plans.

Undoubtedly, such complementarity will grant the Company new competitive strengths. Along these lines, it is important to highlight that a series of initiatives aimed at activity integration with Petrobras are already in place and

will allow to capture the benefits derived from the synergies resulting from such integration.

Outlook

As previously mentioned, while 2002 was a year of transition and adjustment to the new situation, we believe that 2003 is presenting a much different and positive picture with good expectations regarding the Company's results of operations and cash generation on the basis of both the Company's strength and the sustained product price level.

It is worth noting that as in other circumstances Perez Compañía's team renowned human quality and professional skills will be of the essence for such expectations to be met.

Throughout the year, we will continue evaluating all and every asset, in order to consolidate the Company's portfolio with the most profitable assets having the greatest potential. Therefore, we will keep on concentrating our businesses on the Oil and Gas Exploration and Production, Oil and Gas Marketing and Transportation, Refining, Petrochemicals and Electricity businesses.

As part of our 2003 action plan, we expect to increase our capital expenditure budget compared to that of 2002. In such respect, investments will be mainly made in the Oil and Gas business, especially in Argentina, Venezuela and Ecuador.

Though 2002 was critical for utility companies, our expectations for 2003 performance are positive through the achievement of a reasonable and fair rate recovery.

After this pause in 2002 while continuously endeavored to pave the way toward business expansion, we can assure that the Company is solidly positioned to face 2003 short-term challenges and to resume the investment and growth plans within this new scenario.

JOSE EDUARDO de BARROS DUTRA

CHAIRMAN

MACROECONOMIC OVERVIEW

International Scenario

In the year 2002, the world economy started back on path of moderate recovery, though the recessive ghosts of 2001 were not left completely behind. The U.S. is expected to close 2002 with a 2.4% increase in GDP, as compared to a meager 0.3% in 2001. GDP is no longer boosted by vigorous investments, as it was during most of the 1990s. A permanent notion of the fight against terrorism has created a fear of retaliation that keeps investors away from high-risk assets. After a series of accounting-related scandals, investors have not gone back to stock markets in a determined manner, and stock prices have not recovered, even when the rise in the 1990s boom was lost in only two years. In this context of lack of confidence and adjustments by indebted companies, the Federal Reserve lowered the Fed Funds rate to 1,25% p.a., below expected inflation levels. The risk of deflation has inspired this monetary policy which, among other things, has enabled the U.S. to sustain durable goods purchase levels and residential investment, in addition to permitting the refinancing of private sector debts at lower interest rates. On the tax side, President George W. Bush's administration has decided to enhance its expansion policy by increasing government spending, specially military spending, and by expanding the tax cuts established in the previous year. Thus, the tax surplus achieved by the previous administration was finally terminated. In line with the foregoing, and even when the U.S. economy has grown faster than Europe's and Japan's, the dollar has been heavily depreciated. This is due to a change in portfolios to the detriment of the dollar, rather than intrinsic strengths of other economic regions. This is clearly evidenced by the substantial appreciation of gold, a traditional refuge at times such as this.

Europe, in turn, has seen its growth stagnated this year, due to slower U.S. recovery and also to Europe's own tax restrictions and a belated reaction by the European Central Bank, which was reluctant to lower interest rates in spite of the fact that inflation had ceased to be a threat.

A substantial cut in quotas established by the OPEC early in 2002, although never strictly complied with, helped boost oil prices by around 7 dollars, up from 20 dollars per barrel early the same year. This increase, which was due to reduced supply levels, was accompanied by the fear of a U.S. invasion of Iraq and its uncertain impact on crude oil supply. In addition to this impact on prices, an oil strike in Venezuela instantly crippled production and exports of crude oil from that country. As a result of these three reasons, crude oil prices skyrocketed to nearly 33 dollars per barrel. In January 2003, when prices hit US\$35 per barrel, the OPEC decided to mitigate this escalation and expanded its quota by 1.5 million bbl/d, up to 24.5 million bbl/d. This notwithstanding, neither this action nor the partial recovery of production in Venezuela have achieved the goal of lowering prices, in the face of increased extraordinary demand brought about by a heavy winter season in the Northern hemisphere and consumer countries' decision to build up extra stocks for fear of supply problems whose duration is as uncertain as the conflict itself.

Argentina

Throughout 2002, Argentina experienced two clearly different scenarios. Thus, the first semester was marked by the immediate consequences of the country's decision not to pay its debts owing to private creditors, abandon the convertibility system, freeze and reschedule bank deposits, convert bank loans and deposit into Pesos and adjust their amount asymmetrically, and forcefully convert the "guaranteed loan" into Pesos. The immediate consequences of such a rupture were a substantial fall in economic activity and employment, acceleration of the exchange rates, higher prices and social deterioration.

Court decisions favorable to accountholders caused banks to lose whatever liquidity they still had. In the light of this fact, and given the need to prevent a widespread collapse of the payment system, the Central Bank gave banks some 17 billion Pesos worth of rediscounts. This, in addition to the withdrawal of bank deposits, caused the dollar to skyrocket – in April 2002, the exchange rate was around P\$ 4 per U.S. dollar.

The prices of internationally tradable products, mostly commodities, went up along with the dollar. Purchasing power plummeted, and so did the standard of living of low-income social classes. At that point, the level of social conflict was close to the point of being out of control, which led the government to set up immediately an important social assistance plan.

The drainage of bank deposits was lowered by the legal requirement that a final judgment would be necessary in order for an account holder to recover his/her bank deposits under an action to protect constitutional rights ("*acción de amparo*"). Along with an improved exchange control mechanism, this enabled the federal administration to resume performance under its monetary program and ensure a continuous dollar supply from abroad.

The exchange rate behavior during the first half of 2002, along with the reduction in value of income, an increased supply of dollars and the reduction of the tax gap as a result of frozen government spending and increased tax revenues due to higher taxes on exports and inflation, enabled the Argentine economy to calm down a little in the second half of the year, and also enabled the government to take greater control of the crisis.

As a result of the improved environment, the authorities loosened the restrictions on frozen bank deposits, while freely available deposits experienced some substantial growth.

As a result of restoration of the country's payment structure and some commercial credit facilities due to a continuing decrease in the nominal exchange rate, the fall in economic activity came to a stop, and a partial recovery process started. Argentine GDP is expected to close 2002 with a 11.2% fall.

In the presence of an impending election process, where the main feature is that no presidential candidate seems to have enough support, the new administration will have to face the following challenges, among others: renegotiate rate agreements with private-sector companies that provide public utility services, execute a new agreement with the IMF in August 2003, start negotiating the government debt owing to private-sector creditors, and restructure public sector banks.

Latin America

In the first few months of 2002, Brazil's economic and financial condition seemed to resist the impact of the new phase in the Argentine crisis. Yet, starting late in May, the exchange rate and sovereign risk rate started to grow significantly, as the stock market fell as a result of widespread uncertainty regarding the future behavior of the Brazilian economy and its payment capabilities. This situation was influenced not only by the change in government—which generated fear among foreign investors— but also by the impact of Argentina's economic and financial collapse, which was very likely to be contagious. In this context, the IMF had to grant an additional and extraordinary US\$30 billion assistance package in August.

The strong electoral support obtained by President elected, and his commitment to honor Brazil's public debt obligations, maintain and even increase the primary surplus agreed on and curb inflation, in addition to his selection of a professional team of economy experts, caused markets to become gradually more stable. In spite of this, the year ended with a remarkable 53% increase in the exchange rate, which in turn translated into a 12% inflation—a record high in seven years—and a strong carryover effect for the next year, as well as a new increase in the country's public debt, accounting for almost 56% of Brazil's GDP. A substantial improvement in the balance of trade helped reduce the current account deficit significantly; yet, it did not manage to recover economic activity levels, already threatened by high interest rates.

GDP growth in 2002 is estimated to be as low as 1%, accompanied by an increasingly heavy debt burden; as a result, the new administration will be faced with the challenge of recovering economic activity levels in a context of strong tax and monetary restrictions.

In Venezuela, economic and financial performance in 2002 was marked by an increasingly serious institutional crisis that started back in 2001. The confrontation between the government and opposition broke out in April, when PVDSA workers decided to go on a strike that later extended to cover all economic sectors. The conflict was capitalized on by a revolt among some of the armed forces and some business associations. In an unclear episode, they forced President Hugo Chávez to resign and then decided to arrest him. A few hours later, he got free and took back power.

In February 2002, the capital drain that had started a few years before, in addition to the political conflict and a fall in economic activity as a result of production cuts mandated by the OPEC, eventually forced Venezuela to abandon the exchange rate system it had maintained for some time. The local currency (Bolivar) was made to float against the dollar, and an exchange rally started. The country's tax situation became critical and the government was forced to obtain financing from BCV and FIEM.

The political crisis deepened in the last months of 2002, with less support for President Chávez and increased violence. In this regard, OAS's efforts designed to reach an agreement for an institutional way out and prevent a violent outcome were of very little use. On December 2, in the face of Chávez's refusal to carry out a referendum that would enable Venezuela to start on a path towards an early election, a general strike organized by the "Coordinadora Democrática" started. A number of sectors, as well as PDVSA workers, joined the strike; as a result, oil production — which had experienced some strong recovery in the previous months — plummeted. The strike's persistence was accompanied by increased capital drains, loss of bank deposits and a material deterioration of the country's tax situation as a result of reduced tax revenues. Credit rating agencies lowered Venezuela's debt ratings as the potential for government debt default became higher. Early in 2003, following Brazil's suggestion, a "Group of Venezuela's Friends" was started with a view to supporting and strengthening OAS's efforts. The Group submitted two specific proposals for an electoral way out: constitutional amendment and revocation referendum. Taking into account the economic deterioration brought by the strike, opposition forces decided to lift the strike in February 2003, while keeping it up in the segment of oil-related activities. The government in turn has managed to recover control of PDVSA and to reinstate production partially, after terminating a number of dissenting employees of the state-run oil company. Caught in the middle of this continuing struggle, Venezuela's economy suffers the consequences in the form of a heavy loss of reserves, bank deposit drains that have forced the government to impose some strict exchange control rules and take some price control action.

The serious economic crisis now prevailing in Venezuela is reflected by a GDP fall of over 8% (estimated figures for 2002) along with a substantial increase in unemployment.

OUR PERFORMANCE IN 2002

Introduction

The significant changes in the Argentine macroeconomic context in 2002, with the enactment of Public Emergency and Foreign Exchange System Reform Law Nbr 25,561 ("Public Emergency Law") as a major milestone, changed the financial-economic equation of the Company's businesses, especially utility companies and related businesses.

In this new scenario, the Company reformulated the investment program dynamics and prioritized a strategy aimed at cash generation and maintenance of adequate liquidity levels, which resulted in restrictive expense and investment policies. The reduced pace of investments changed the Company's growth objectives in the short term. In the past, the significant investments made laid the foundations for the Company's operations expansion and growth.

In addition, the enactment of the Public Emergency Law implied a dramatic change in utility companies' rules of the game to a business model with dedollarized and frozen income and dollarized debts. In the transition towards renegotiation of concession contracts, utility companies dramatically reduced the investment plan, prioritizing the protection of shareholders' equity and operating cash flow. However, utility companies' service quality was not affected since the significant investments made through privatizations allowed to maintain past high-level service standards. Utility companies cannot assure a safe and reliable future operation if this investment-restricted scenario continues in place.

Oil and Gas Exploration and Production

During 2002, the business segment's operations have been subject to unstable scenarios and changing market rules, and specially to a significant reduction in the investment plan.

The application of taxes on crude oil exports (20%) and the enforcement of regulations aimed at controlling an increase in prices to final users resulted in a drop in operating margins in Argentine oil operations. As regards the gas business, the situation was not favorable since gas prices were significantly lower compared to previous years as a consequence of the Public Emergency Law provisions. Within this context, during 2002 the Company renegotiated the terms and conditions of certain gas sales agreements, especially those corresponding to exporting clients, the prices of said agreements having been adjusted to meet the new economic conditions.

Capital expenditures for 2002 totaled P\$591 million accounting for a heavy fall compared to an average of approximately P\$1,050 million capex for 1999-2001 period. Capital expenditures for 2002 were focused on maintaining production and maximizing cash generation, giving priority to countries and products having greater contribution. Along these lines, strategic alliances were entered into with major suppliers and positive efforts were made in connection with the renegotiation of rates according to the new economic situation. During the year, 142 wells were drilled, 139 of which are located in Argentina, and 231 units were subject to workover activities.

In this context, oil equivalent production in 2002, including affiliates' production, dropped to 172.4 thousand boe/d or 8%. Daily oil production declined to 118.9 thousand barrels or 7% and gas production fell to 321.3 million cubic feet per day or 10%. The 2002 fiscal year does not include production contributed by Pampa del Castillo &ndash La Guitarra area, which was sold in October 2001. Excluding this effect, the drop in oil equivalent production was 4%. This was a major achievement considering the investment level for the year and the maturity of the fields operated by the Company.

During 2002, the operations management prioritized technological innovation searching for new techniques designed to reduce costs and the activity-related risks. Along these lines, the Company formed alliances with strategic suppliers to reduce drilling costs and simultaneously develop reserves that were very close to the economic limit, as is the case of Medanito 25 de Mayo field.

This new approach, in addition to 3D seismic interpretation (1250 km² in the Austral basin and 750 km² in the Neuquén basin), enabled the Company to continue optimizing its reservoir models, testing higher geological risk areas and finding new accumulations, this being a clear example of rejuvenation of mature fields. Along these lines, drilling of an infill project at Puesto Hernández field for the purpose of accelerating and increasing recovery of proven reserves at Rayoso formation within the contract period proved to be successful. In addition 11 high risk wells were drilled, 7 at the Neuquén basin and 4 at the Austral basin. This resulted in the finding and delimitation of 2 reserve accumulations, Banderita Oeste and Las Lagunas- Las Lagunas Norte, at the Neuquén basin and in the findings of Campo Indio Magallanes, Laguna del Oro Sur, Campo Boleadoras M2 and Campo Tehuelche at the Austral basin.

As regards surface infrastructure investments, it is worth mentioning the construction of facilities for early oil production at La Porfiada field, Santa Cruz I area.

Drilling activities regarding exploration were limited to the Chali Aike x-2 well at the Austral basin which proved to be unsuccessful.

In Ecuador, the Company entered into an Agreement for the Joint Exploitation of Palo Azul Field at Block 18 acquired in 2001. Subsequently, the field's development plan was approved and this enabled the Company to start production. The field has 2 producing wells with a 4.5 thousand barrel per day production as of December 2002. This production is estimated to increase to 10 thousand barrels per day in 2003.

In Block 31, a 600 km 2D seismic interpretation program was completed to cover the whole Block. Interpretation of such data, in addition to the field data, allowed to prepare a plan for 3 additional exploratory wells. By the end of the year, the well site had already been prepared and equipment installed for the start up of drilling activities early in 2003.

At Lots 35 and 34, 340 km of 2D seismic were interpreted and processed (240 km at lot 35 and 100 km at lot 34) and drilling activities were performed at the Mashansha well (with oil shows) operated by Repsol at the Ucayali basin.

In Venezuela, in December 2002, the Company had to restrict and subsequently discontinue production at Oriente fields due to PDVSA strike. This had a negative impact on the fields operating performance.

In turn, the Company signed an association and assignment agreement with Teikoku Oil Co., Ltd, whereby the Company transferred 50% of its rights and obligations to exploit gas at San Carlos and Tinaco exploratory areas.

Liquid Hydrocarbon and Natural Gas Reserves

As of December 31, 2002, liquid hydrocarbon and natural gas proved reserves, audited by Gaffney, Cline & Associates Inc., amounted to 812.9 million barrels of oil equivalent (593.9 million barrels of oil and 1,313.2 million cubic feet of gas), accounting for a 19.5% decline compared to the reserves certified as of December 31, 2001 (19.6% for liquid hydrocarbons and 19.2% for natural gas). Excluding the effect of 2002 production, such ratio drops to 13.5%.

Fifty five per cent (55%) out of the total proved reserves are located abroad.

The decline in reserves is primarily related to the crisis prevailing in Argentina early in 2002 and to the complete loss of foreign financing, before and subsequent to the crisis, both for the country and for companies located in Argentina. As a result of such loss of financing the Company was managed exclusively through its own cash generation and this led to significant cuts in the investment plan implemented in 2002. In addition, the changes in the Argentine economic scenario, especially the dedollarization of utility rates, adversely affected the price of gas in Argentina.

In spite of reduced investments during 2002 fiscal year, discoveries and expansions resulted in the addition of 33 million barrels of oil equivalent to proved reserves. Including recovery improvements amounting to 20 million barrels of oil equivalent, 53 million barrels of oil equivalent were added to proved reserves, accounting for 87% of production for the year.

On account of the significant negative factors mentioned above, previous estimates were revised resulting in a 190 million barrel of oil equivalent drop in reserves.

Before computing production for the year 2002 amounting to 61 million barrels of oil equivalent, a 137 million barrel drop was recorded, net of additions and revisions of proved reserves.

The Company believes that if previous investment levels are recovered and the Argentine economic situation improves allowing for a gradual recovery of gas prices in Argentina, approximately 50% of the reduced volumes subject to revision of previous estimates would be added to reserves again.

As of December 2002, at 2002 oil and gas production levels, total oil and gas proved reserves account for a 13.2-year horizon.

Hydrocarbon Marketing and Transportation

Oil and Gas Marketing

In line with the strategy designed to optimize the gas value chain and expand production-related business opportunities, in 2002 the Company kept on performing operations related to oil, gas and LPG brokerage services to other producers.

Transportadora de Gas del Sur S.A. ("TGS")

The regulated segment profitability was severely impaired and virtually extinguished. Thus, management of such segment became the major challenge for 2002. In the light of this extreme situation, TGS implemented a series of measures aimed at protecting shareholders' equity and exhaustively controlling expenses and investments as a way to secure the provision of services that meet final users' needs. During the year, gas transportation, TGS's core business, contributed 57% of total revenues. Throughout the year, TGS increased its committed firm transportation capacity from 60.7 MMm³/d to 61.4 MMm³/d.

The relative growth of the unregulated segment, which contributed 43% of revenues worth a mention considering the significant deterioration of the regulated segment. During 2002 and as a result of the agreements subscribed with gas producers at the Neuquen basin, TGS increased the wealth of the gas reaching Cerri Complex for processing purposes. Under such agreements, TGS could restore LPG production levels to 2000 levels thus offsetting the impact of competitive projects. The growth in the unregulated segment derived from the combined effect of increased volumes as indicated above and a significant improvement in prices, since 33% of its LPG production is marketed abroad and domestic market prices increased almost 200% to keep a parity close to export prices. Therefore, TGS is materializing its strategy to become one of the major upstream service suppliers.

Oleoductos del Valle S.A. ("Oldelval").

During the year, oil volumes transported from Allen to Puerto Rosales declined to 60,7 million barrels or 16.6% as a result of the fields natural decline at Neuquén basin and increased exports to Chile through Transandino Oil Pipeline.

During 2002 a series of works has been performed to secure reliability of the pumping system, prevent and/or reduce risks at the different work stations and control environmental impacts caused by operations.

New pipe casings were installed and minor pipe sections were changed. In urban areas and special crossings, protection slabs were installed over pipes in order to reduce breakage risks by third party actions.

Concerning the Management System, the Company continued improving the same and audits were conducted to maintain certification of ISO 14001 (Environment) and OHSAS 18001 (Safety and Health) standards. ISO 9001–2000 was certified and replaced ISO 9001–1994 standard certified in previous years.

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Oleoducto de Crudos Pesados LTD ("OCP")

During 2002, the OCP construction project significantly progressed in spite of the working days lost due to strikes, weather conditions, security issues, delays in mobilization on the part of Techint, the company responsible for the execution of the EPC project, and eruption of *El Reventador* volcano on November 3. As a result of this last phenomenon and the related earth movements and water flows, minor layout changes were made along this section in addition to complementary works and costs.

As of December 31, 2002, the project reached an 82% progress.

Refining

Downstream

The business performance for 2002 was particularly affected by the macroeconomic variables. In a context of a strong shrinkage in the domestic market, significant restrictions were imposed on the passing through of the significant increase in crude oil costs to final prices.

In order to offset the unfavorable impacts resulting from this scenario, the Company implemented several actions during the year, to wit:

Reduction of sales terms granted to clients, simultaneously prioritizing cash sales and advance payments. This enabled the Company to significantly reduce the business working capital as well as credit and exchange risks. Based on this action plan, due and payable balance of trade receivables were reduced to 6% of the total balance in December 2002, compared to 30% in the first months of 2002.

An active trade policy aimed at developing export markets in order to offset the drop in the domestic market. In such respect, exports accounted for 41% of total sales volumes compared to 15% in 2001.

During 2002, the refinery processed an average of 27.1 thousand barrels of oil per day, accounting for a 6% increase compared to 2001. Crude oil volumes processed during the year accounted for about 72% of the refining maximum capacity.

During 2002, the strategy designed to improve integration of operations was implemented through different actions. As regards Refining, total refined oil was contributed by the Company's own production. In addition, the Company continued developing its own gas station network. This strategy will allow to increase the business chain value, thus improving profit margins and reducing operational credit risks. In such respect, during 2002, 13 gas stations were opened (4 directly operated by the Company). In this way, the network comprised 113 retail outlets: 80 gas stations (8 directly operated), 18 diesel centers, 5 mobile diesel centers and 10 agro-services. Given the network expansion, gas oil volumes sold to the gas station network in 2002 dropped only 4%, half of the decrease recorded in the domestic market (8%). In turn, gasoline sales through the network increased 19% while the domestic market recorded a 12% shrinkage.

The Company adjusted fuel retail sales prices to market prices, in line with the policy aimed at gradually passing through increased costs to prices implemented by leading refining companies. In turn, as from June the Company started to sell diesel oil to transportation companies at a discount price.

Asphalt exports to Bolivia and Paraguay increased to 17.7 thousand tons, setting a record for the Company. The asphalt emulsion domestic market share increased to 60%, recording a significant rise compared to 2001. In December the first polymer-modified asphalt sale took place.

In November 2002, the Company implemented a new modality for the transportation of Medanito crude to the refinery through the pipeline from Puerto Rosales to Dock Sud and from there by river transportation to San Lorenzo. The new logistics accounts for significant freight cost savings.

In 2002, two new dolphins were built to receive 250 meter long vessels having 70 thousand metric ton displacement.

Refinería del Norte S.A. ("Refinor")

During 2002 Refinor succeeded in overcoming the adverse effects of the Argentine macroeconomic scenario, reaching a highly positive operating performance with results exceeding those of previous year.

The following facts contributed to such an achievement:

Increased natural gas availability for processing purposes,

Using competitive advantages derived from location,

Business focusing on trade markets and channels contributing higher margins and lower risks,

Higher number of Refinor network retail outlets.

Gas volumes processed totaled an average of 15.14 million cubic meters per day, 19.11% higher compared to 2001. Crude oil volumes processed averaged 18.7 thousand barrels per day, accounting for a 6% reduction compared to previous year.

During the year, 5 new retail outlets were included in the network, 1 of them directly operated by the company. As of closing of 2002, the gas station network comprised 63 retail outlets, 13 of them owned and directly operated by Refinor.

Financial efforts in 2002 were focused on reducing credit and exchange risks and working capital through a reduction in inventory levels.

During the year, Refinor certified operations at gas stations and minimarkets (Refishop) of its own gas station network under ISO 9001 standard. In turn, operations of Tres Cerritos LPG Dispatch Plant and Cobos Pumping Station were also certified under ISO 9001 and ISO 14001 standards.

Empresa Boliviana de Refinación ("EBR")

In 2002, an average of 32.5 thousand barrels of crude oil per day was processed, accounting for an 8% rise compared to previous year. Increased processing derived from a higher by-product demand and the need to restore inventories due to the plant shutdown scheduled for March 2003.

During the year, EBR commercial network, through EBD subsidiary, incorporated 4 new retail outlets, totaling 72 gas stations. In 2002 EBD continued implementing the integrated gas station concept in Bolivia involving products supply as a supplement to fuel sales and focusing on first quality customer service as well as on product quality and quantity.

In September 2002, the Gualberto Villarroel Refinery located in Cochabamba certified its operations under ISO 14001 - BS 8800 standards, while in October 2002 the Guillermo Elder Bell Refinery, located at Santa Cruz, also certified its operations under ISO14001 - OHSAS 18001 standards.

Petrochemicals

Styrenics - Argentina

The plants operation modality was quickly adjusted to the new domestic and international market situation. During 2002, the Company's business management focused on profit margin optimization and inventory reduction.

During 2002, the styrene plant production totaled 98 thousand tons, 3% higher compared to previous year. Ethylene production totaled 27 thousand tons, 5% lower compared to 2001. Ethylbenzene production totaled 106 thousand tons, 6% lower compared to 2001. Rubber production totaled 51 thousand tons, 8% higher compared to previous year. Polystyrene production totaled 61 thousand tons, 2% lower compared to 2001 and bi-oriented polystyrene production remained at levels similar to those recorded in previous year as a result of the development of new European clients.

Works at the new automated polystyrene packing line were completed. Such works included: expansion of the product warehouse, revamping of the pneumatic transportation system from the plant to the warehouse thus increasing bulk storage capacity by 230 tons and installation of a state-of-the-art automated packing, palletizing and stretching line with a 1,600 bags/hour packing capacity equivalent to 40 tons/hour. With the new facilities, product movement in or from warehouses was eliminated and the possibility of moisture in the product was minimized. In turn, ergonomic conditions of operating staff were improved and accidents were prevented by using movement detectors.

Transformation of styrene into polystyrene was reduced in order to rise styrene sales in the regional market, thus allowing to obtain increased profit margins due to high monomer prices in 2002. As far as styrenics are concerned, during 2002 the Company maintained a leading regional position in the Mercosur and also consolidated its presence in Chile.

All-time high polystyrene exports of 31.6 thousand tons were recorded in 2002, the main destinations being the Brazilian, European and Chilean markets.

The BOPS polystyrene plant at Zárate succeeded in producing 98.5% of the products in compliance with required technical specifications, thus exceeding historical quality standards. It is worth mentioning that efforts were made jointly with the *Cámara Argentina de la Industria Plástica* to foster exports of BOPS thermoformed parts to the United States.

NBR rubber domestic market share grew from 62% in 2001 to 78% in 2002. Conversely, SBR rubber domestic market share declined mainly as a consequence of increased competitiveness of the Brazilian product. In the year under review, a rubber export record was set, totaling a 35.7 thousand ton volume sold mainly to Brazil, Chile and Peru. The Company improved its positioning in the Brazilian rubber market, reaching a market share of approximately 9% in the SBR Emulsion segment and 16% in the segment of clients not involved in tyre production.

Fertilizers

Efforts were mainly focused on maximizing business profitability by redefining the mix of marketed products, as well as on reducing the operation working capital and credit and exchange risks and secure collection payment of receivables outstanding as of closing of 2001. Trade receivables which at the beginning of 2002 equaled approximately 115 days of sales dropped to 20 days of sales as of closing of the year.

In spite of a net drop of approximately 15% in the domestic market throughout the year, the Company continued working to become a leading producer of liquid fertilizers in the country. New nutrient mixes were developed and works aimed at facilitating plant and field logistics were performed. Product portfolio was concentrated by maintaining those products with higher added value to the detriment of those having lower margins, such as resale generic fertilizers.

In 2002 the fertilizers plant at Campana recorded an all-time high production of 199 thousand tons of urea and energy savings of about 514 thousand mmbtu. Liquid fertilizers production totaled 145 thousand tons, accounting for a 43% increase compared to 2001.

Innova

During 2002 ethylbenzene production totaled 189 thousand tons, accounting for a 9% increase compared to 2001. The styrene plant production totaled 179 thousand tons of monomer, accounting for a 9% rise compared to 2001. Polystyrene plants total production, in turn, totaled 96 thousand tons, 4% higher compared to 2001 and 80% of the maximum plants' production capacity.

During the year, a commercial agreement was entered into with Petroflex, main rubber producer in Brazil, allowing to reach a 60% market share, significantly higher compared to 43% in the previous year. No styrene exports were made since the domestic market absorbed total production.

The Company continued strengthening the development of new polystyrene local clients by introducing products such as RC600, a high impact polystyrene for the electro-portable items industry as well as RR740E, a high chemical-resistant polystyrene used in the refrigeration industry.

During the year, Innova implemented an integrated management system which was certified in December under three standards, to wit: ISO 9001-2000 (product quality), ISO 14001 (environment) and OHSAS 18001 (occupational health and safety).

Petroquímica Cuyo S.A.

In 2002, Luján de Cuyo plant operated regularly in spite of brief shutdowns for general maintenance and repair purposes. As a result, production increased 5% compared to previous year. High quality levels were attained with 98.7% of products manufactured in compliance with required technical specifications.

Assembly, commissioning and start up of the butene storage and dosage unit were completed. Therefore, the plant significantly increased its terpolymer production capacity. Engineering, assembly and pre-commissioning of the 100 production line adaptation for the production of random copolymers and terpolymers were also completed..

As regards the business financial aspects, it is worth mentioning that the shorter collection terms in place in the domestic market in 2002 allowed to significantly reduce the operation credit and exchange risks and working capital.

Electricity

Electricity Generation

Genelba Power Plant ("The Power Plant")

In 2002, the Power Plant reached a 95.4% availability. A continued improvement of this indicator was evidenced by a very satisfactory reliability level. Forced unavailability was only 1.83%. Minor maintenance works were performed during the year in compliance with the manufacturer's standards.

In June 24, 2002 the Power Plant generated 16,244 MWh reaching an all-time daily high. In addition, during July 2002 generation reached an all-time monthly high of 472.7 GWh.

In 2002, certain regulatory changes took place allowing for the fixing of prices per equipment. This improved the Power Plant's position with respect to its competitors. Consequently the usage factor improved due to the

Power Plant higher dispatch availability.

During 2002, the Power Plant continued improving its participation in the Primary Frequency Response operation mode along with the full combined cycle and operated with a margin higher than that of its competitors. The associated system was designed by the plant engineers and Genelba is the first power plant of its type worldwide to provide this service to the interconnected system.

In August 2002, the Environmental Management System was recertified under ISO 14001 and maintenance audits of the Quality and Occupational Health and Safety Systems were successfully completed.

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Pichi Picún Leufú Hydroelectric Complex

In 2002 water supply was higher than the complex average historical supply at a level similar to 2001 level. Higher water supply along with high availability of the three units (95.7%) and a flexible operation enabled the power plant to reach an excellent generation level of 1,223 GWh, which resulted in a 54.6% usage factor. The level of power discharges were very low, approximately 4% of total generation for the year.

In 2002 the three generating units were subject to routine inspection and maintenance works. During inspections, trials, tests and disassembly works turbogenerators, transformers, auxiliary equipment and civil work showed very good performance and general conditions.

Electricity Transmission

Transener S.A. ("Transener")

Throughout the year, the company's own failure rate in transmission lines remained at satisfactory levels (0.41 failures every 100 km of lines vs. 0.81 in 2001), well below the 2.50 limit provided for in the Concession Contract, but with an upward trend late in 2002.

The low activity level in the electricity sector limited the possibilities for closing new businesses. However, efforts in connection with the promotion and search for opportunities were intensified, both in the local and foreign markets, and the company maintained a leading position in the transmission segment. In this respect, the company decided to expand its activities at a regional level and develop a policy designed to introduce "Transener Internacional" brand into Latin America, through the participation of Transener-Transba in several public tenders and calls for bids in different Latin American countries. Contracts for works, operation and maintenance, inspections, studies and advisory services were subscribed in Paraguay, Uruguay, Brazil, Peru, Venezuela, Ecuador and Colombia.

In order to meet the commitments derived from two contracts with foreign joint ventures in Brazil, the company Transener Internacional Limitada, with offices at Brasilia, was organized.

During 2002, external audits related to recertification of ISO 9002 quality and ISO 14001 environmental standards were successfully conducted.

On November 24, a major event resulting in a power supply interruption took place. Such event was caused by an overvoltage discharger failure at Ezeiza. Both Transener and the regulatory entity, through the *Universidad Nacional*

de La Plata, are analyzing the causes of such an event.

Transba S.A. attained very satisfactory quality indicators and improved the failure rate in lines (1.92 failures every 100 km of lines vs. 2.91 in 2001), as a result of the implementation of automation devices and new electronic protections, in addition to major investments in prior years. It is worth noting that development of methods involving voltage works at transformer stations continued and application of such methods proved to be successful and resulted in improved service quality and penalty savings. In such respect, it is worth mentioning that in 2002 Transba S.A. environmental system was ISO 14001 certified and its quality system was ISO 9002 recertified.

Yacylec S.A. ("Yacylec")

During 2002, activities at Yacylec were conducted in regular operating and maintenance conditions. In addition, Yacylec implemented an Environmental Management System certified under ISO 14001 for all its facilities.

Yacylec requested the ENRE, in its capacity as regulatory entity, to review and determine again the amount of the relevant fee. A favorable decision was issued whereby Yacylec fee will be adjusted using the Reference Stabilization Coefficient ("*CER*").

Enecor S.A. ("Enecor")

Throughout the year Enecor implemented an ISO 14001 certified Environmental Management System for all its facilities.

Enecor requested the ENRE, in its capacity as regulatory entity, to review and determine the amount of the relevant fee. Notwithstanding that fact, Enecor invoices the fee in pesos adjusted by the CER index on a monthly basis.

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Electricity Distribution. Edesur S.A. ("Edesur")

In 2002 total annual sales reached 12,159 GWh (including 2,442 GWh for distribution services to large users), accounting for a 6% drop compared to previous year. This is the first time a shrinkage in the demand for energy occurs since the Company's privatization.

In spite of the limitations imposed by the severe financial restrictions, Edesur strived to make all investments required to support energy supply, totaling P\$105 million in 2002.

In terms of energy power loss control, the accumulated rate was 11.6% for the last 12 months, accounting for a 1.7 percentage point increase compared to previous year, mainly attributable to the effects of an unprecedented socio-economic crisis in Argentina resulting in over 50% people living below the poverty line. Considering this critical scenario, characterized by growing energy thefts and increased default in payment, Edesur implemented a special plan to control losses and default in payment, which proved to be successful as reflected in 2002 last quarter.

In addition, during 2002 recertifications under ISO 14001, ISO 9001 and IRAM 3800 were obtained.

In September 2002, the International Chamber of Commerce issued a final award in favor of Pecom Energía Group in a controversy with Enersis/Chilectra Group. In such dispute validity of a shareholders' agreement executed by

Distrilect Inversora S.A. for the appointment of directors was challenged. As per the final award, each group may appoint five directors in Distrilec Inversora S.A.

Environmental, Quality, Occupational Health and Safety

The Company, through its Environmental, Quality, Occupational Health and Safety Policy (EQOHS) commits itself to ensure the quality of its products and services, preserving the environment in which it operates, the safety and health of its personnel, contractors and neighboring communities. This Policy is the framework within which each business area sets the respective annual goals.

Through EQOHS management integrated systems, the Company coordinates efforts in all areas it operates or controls and assesses compliance with the Company's strategies and goals.

All activities controlled and operated by Pecom Energía, both in Argentina and abroad, are ISO 14001 certified. The Company has obtained more than 65 Environment (ISO 14001), Quality (ISO 9001) and Occupational Health and Safety (OHSAS 18001/IRAM 3800) certifications.

In 2002 Pichi Picún Leufú Hydroelectric Complex and Pecom Forestal Sawmill obtained their first ISO 9001 certification while Yacylec and Enecor electricity companies certified their Environmental systems under ISO 14001.

Innova obtained ISO 9001: 2000, ISO 14001 and OHSAS 18001 certifications which were consolidated in a single set of procedures and became the first company in the group and the first petrochemical company in Brazil to accomplish this achievement.

During the last quarter of 2002 the Company started to integrate its environmental policies with those implemented by its controlling company, Petróleo Brasileiro S.A. – PETROBRAS. In such respect, both companies are working on different initiatives with a view to integrating strategies, policies, resources, objectives and work plans. In this context, the Company has retained an international consulting company to carry out an environmental audit to determine additional necessary works, if any.

Human Resources

The economic-social scenario prevailing in Argentina during 2002 posed a difficult challenge for the Human Resource management. In spite of the continued economic shrinkage and the growing unemployment rate, the Company was able to maintain the employment level throughout the year through an uninterrupted search for new markets and alternatives. In addition, no union disputes derived from internal problems took place and therefore no working days were lost. Sector and region conflicts that could have adversely affected the Company's operations were also resolved.

In this unstable context, the Company adjusted the compensation and benefit structure to secure competitiveness of wages for the Company's personnel vis-à-vis the market and also took several actions to assist workforce in mitigating the impact of instability. In addition, the international assignment policy was reviewed and incorporated into the strategic framework involving development of competencies for a business successful management at an international level and adjusting assignment conditions to the new economic context.

As far as health management is concerned, the application scope of the Health Prevention and Promotion Program continues expanding to include operations in Venezuela, Peru, Bolivia and Ecuador, representing a health management model for the industry

In May, the first Pecom Technical Congress took place with the participation of over 300 technicians from different businesses, locations and countries. The Congress focused on an exchange of knowledge and experiences that may be applicable to other sites within the organization. The success of such an initiative was evidenced by subsequent actions aimed at capitalizing on the synergies offered by the quality and diversity of our businesses.

The Company received the EIKON award to communications, for its *Chat* programs and Pecom Intranet programs. This award is the result of systematic and comprehensive communication efforts to strengthen relations and motivation among people, facilitate access to relevant information and promote credibility and transparency in communications.

The change in the controlling shareholder resulted in new related activities designed to provide relevant information on human resources, share policies and management practices and create communication and exchange spaces to foster integration with other operations of Petrobras in Argentina.

We keep on working on the development, motivation and retention of the talents required to achieve our growth and profitability goals within a high performance cultural framework. In this respect, we implemented an integrated performance management system designed to establish, monitor and assess performance objectives and incorporate practice into the employees daily performance. In addition, the Company intensified the analysis and assessment of the managerial workforce capabilities with a view to developing effective strategies securing management continuity and a profitable business growth.

Community Relations

The Company actively participates in the development of the communities where it operates. The solidarity spirit of our personnel is a close ally and contributes to strengthen the relationships with the society.

Our Company considers that life, safety, health and environmental care are of the essence. Therefore, every program implemented by the Company seeks to promote a better quality of life for the employees and communities where the Company operates.

Community actions are driven by organizational values involving ethics and responsibility, transparency in communications and environmental protection.

Many operations are close to urban areas. Therefore, our commitment is evidenced through daily work and investments aimed at the region's social development.

The programs implemented throughout 2002 were mainly focused on the following:

Environment, Quality, Safety and Health:

several actions were performed to promote the awareness of environmental and people's health care. Different activities were carried out in the communities such as the Tree Plantation Program, the Program involving environmental education for teachers and informative school talks. Evacuation practices were also conducted in order to teach the community how to react in case of emergency. The Company also assisted vendors in implementing and achieving certifications under international standards.

Education:

several actions were performed in this area, such as educational visits to production plants, internship agreements with educational institutions for students to participate in specific work experiences, training to Company volunteers in sharing and promoting reading at community schools, and provision of space for school facilities.

Gifts:

several gifts were given prioritizing food, education and health needs in each specific region and working with government institutions and agencies located near the operations. In addition, institutions promoting culture, arts and environmental care also received the Company's gifts.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED RESULTS OF OPERATIONS

Introduction

During 2002 fiscal year the Company's activities developed around the following main axes which have caused or will cause an impact on the results of operations and the financial condition:

A) Argentine economic scenario

The economic situation in the Argentine Republic is delicate and characterized by a high level of foreign indebtedness, the declaration of default on most of the Argentine sovereign debt, the crisis in the financial system, a country-risk that has reached unprecedented levels internationally and an economic recession lasting over four years. This situation led to a sharp drop in the demand for products and services and a significant increase in the unemployment rate. In addition, the National Government's ability to meet its obligations and the possibility to access foreign financing were adversely affected by such circumstances.

As from December 2001, the Argentine Government implemented a number of monetary and exchange control measures that mainly included restrictions on the free disposition of bank deposits and the practical impossibility of making transfers abroad, with the exception of transfers related to foreign trade and other authorized transactions, subject in some cases to prior approval by the Argentina's Central Bank ("BCRA").

The obligation was established to deposit with Argentine banks foreign currency from exports, as long as no prior exemption mechanisms were in place. In such respect, Decree N.1,589/89 of the Federal Executive provides that producers having free availability of crude oil, natural gas and/or liquid gas under Law N. 17,319 and supplementary decrees, and producers reaching an agreement in such respect, will have free availability of the foreign currency percentage provided for in biddings and/or renegotiations, or agreed upon in the relevant contracts, and consequently will not be obliged to deposit and settle foreign currency related to such percentage. In any case, the maximum foreign currency freely available percentage may not exceed 70% per transaction. The Company cannot assure that the Federal Government will not amend the above regulations in the future.

Subsequently, the Federal Government declared the default on foreign debt payments and, on January 6, 2002, the Argentine Congress approved Law No. 25,561 on Public Emergency and Exchange System Reform ("Public Emergency Law") that introduced dramatic changes to the economic model implemented until that date and amended the Convertibility Law approved in March 1991. The new law empowers the Federal Executive to implement, among other things, additional monetary, financial and exchange measures to overcome the economic crisis in the medium term.

Under the provisions of the Public Emergency Law, the BCRA established an "official" exchange system, mainly for exports, certain imports, and bank loans, and a "freely floating" exchange market for the rest of the transactions. The "official" exchange rate was fixed at P\$1.40 to US\$1, and the "freely floating" exchange rate as of the close of business of the first day the exchange market reopened, ranged from P\$1.60 to P\$1.70 to US\$1 (selling rate). For the purpose of supporting the peso exchange rate, the BCRA intervened several times through the sale of United States dollar-denominated reserves. On February 3, 2002, the Federal Executive announced the replacement of the dual exchange market by a single floating exchange rate for all operations. As of December 31, 2002, the (selling) exchange rate was P\$3.38 to US\$1.

Several regulations were subsequently issued, the main aspects of which are summarized below:

- Amendment to the Charter of the BCRA:

The Argentine Government amended the Charter of the BCRA. Accordingly, the BCRA was authorized to print money without the restrictions imposed by the previous Convertibility Law. This new regime also allows the BCRA to grant short-term loans to the Federal Government, act in the capacity of lender-of-last-resort and provide financial assistance to financial institutions requiring the same.

- Tax on exports:

Effective March 1, 2002, the Federal Government imposed for a five-year term a 20% tax on crude oil exports and a 5% tax on exports of certain oil by-products. These taxes were levied on the Company's products shipped as from April 1, 2002. This tax on exports resulted in reduced margins for the Company in terms of US dollars as from the second quarter of 2002.

- Price Stabilization and Supply:

For the purposes of lessening inflationary pressures generated by the sharp Argentine peso devaluation, the Argentine Government, in addition to exerting express political pressure, issued a set of regulations aimed at controlling the increase in prices to final clients, which regulations were particularly focused on the energy sector. To such respect, under the Public Emergency Law the Company may not increase the price of the energy and gas sold in the domestic market, especially in connection with sales agreements entered into with utility companies and companies selling energy in the spot market. The Company is currently renegotiating the terms of gas and electricity sales agreements entered into with industrial clients so as to adjust prices to meet new economic conditions. In such respect, the Company reached trade agreements to gradually pass through the effect of the peso devaluation to sales prices.

In this context, the Company, as well as other Argentine energy companies, tried to maximize export opportunities with a view to capitalizing on domestic and export prices asymmetries by effectively encouraging the opening and consolidation of new markets.

In the refining industry, diesel oil supply emergency was declared under Law N. 25,596. Diesel oil imports and sales free from the fuel transfer tax ("ITC") were authorized and leading refineries agreed to sell fuel to transportation companies at a discount price. In addition, in 2002 tax pressure increased, affected operations' profitability and had a negative impact on product competitiveness: since April the 0.05 P\$/l fixed tax on diesel oil was replaced by a 18.5% rate on the sales price exclusive of tax; in August the ITC increased 25% for gasoline and compressed natural gas. New taxes were subsequently issued

In January 2003, at the Federal Executive's request, hydrocarbon producers and refineries executed an agreement in connection with crude oil, gasoline and diesel oil price stability. Such agreement provides that crude oil deliveries will be invoiced and paid based on a WTI reference price of 28.5 US\$/bbl. Any positive or negative difference between the actual WTI (not exceeding 36 US\$/bbl) and the reference price will be paid out of any balance generated in periods where the WTI actual price is below 28.5 US\$/bbl. Refineries, in turn, will reflect crude oil reference price in domestic market prices.

The Company's results might be negatively affected if the Argentine Government issues additional decrees or exerts political pressure to limit price increases or controls exports or applies its regulatory emergency authority to fix

prices or passes other laws to stabilize prices or supply.

- De-dollarization of utility rates:

The Public Emergency Law provided for the de-dollarization and elimination of indexing clauses on utility rates which were established in pesos at the P\$1=US\$1 exchange rate. In addition, the Federal Executive was empowered to renegotiate contracts whose subject-matter were the provision of utilities, based on the following criteria: (i) the impact of rates on economic competitiveness and distribution of income, (ii) service quality and investment plans where stipulated in the contract, (iii) the interest of users and their access to services, (iv) the safety of systems involved, and (v) the profitability of utility companies.

On February 12, 2002, the Federal Executive issued Decree N.293 whereby the Ministry of Economy was required to renegotiate utility companies' concession contracts and a Public Works and Utilities Contract Renegotiation Committee (the "Renegotiation Committee") was organized. The Renegotiation Committee's mission is to provide advice to and assist the Ministry of Economy who must submit a renegotiation proposal to the Federal Executive or otherwise recommend termination of concession contracts. Such proposal or recommendation is subsequently submitted to the relevant Congress commissions. The Renegotiation Committee, however, failed to achieve its intended goal due to successive actions to protect constitutional rights (*acciones de amparo*) brought by the Argentine National Ombudsman (*Defensor del Pueblo de la Nación*).

To allow for preserving the provision of public services, and consistently the renegotiation process underway, the Federal Executive issued Executive Order No. 146/03 authorizing to increase gas and electric power rates. This caused a 10% increase for TGS, 9% for Edesur and 22% for Transener. The increase in rates was objected to by the Argentine National Ombudsman and consumer associations. On February 25, 2003, a trial court issued an injunction and suspended the increase in rates authorized by Executive Order No. 146/03. It is not possible to foresee the future development of the rate renegotiation process. In addition, it is not possible to guarantee that regulations will not be changed and that they will not have an adverse impact on the financial position and results of operations of such companies.

- *Additional Provisions*

De-dollarization of US dollar-denominated deposits with Argentine financial institutions at the P\$1.40-to-US\$1 exchange rate, and of all US dollar-denominated obligations assumed in Argentina as of January 6, 2002, at the P\$1-to-US\$1 exchange rate. As from February 3, 2002, deposits and loans switched into pesos will be adjusted by a "benchmark stabilization coefficient" (*CER*) plus a minimum interest rate for deposits and a maximum interest rate for loans granted by the financial system, both rates set by the BCRA;

Rescheduling of bank deposits. Bank deposits will be released in installments based on a repayment schedule, the amount and maturity date depending on balances recorded. Subsequently, holders of dollar denominated deposits were authorized to convert such deposits, either in whole or in part, into dollar-denominated bonds maturing in 10 years, or peso-denominated bonds maturing in 3 or 5 years, among others;

Continued restrictions on withdrawals of deposits with financial institutions prior to December 3, 2001. Deposits made subsequent to December 3, 2001 as well as transfers from abroad received after such date are freely available and released in the original currency;

Issue by the Federal Government of peso and US dollar-denominated bonds to compensate banks for losses resulting from de-dollarization of loans and obligations mentioned above;

De-dollarization of all private agreements entered into as of January 6, 2002, at the P\$1-to-US\$1 exchange rate, and subsequent adjustment thereof by the *CER* under the same conditions indicated in (a) above; if the services became expensive and the parties failed to reach an agreement, determination of a fair value may be requested at court. Adjustment provisions may not be applied to any obligations subsequent to such law;

The BCRA's prior authorization will be required to make transfers abroad in connection with financial loan services, except for those granted by international organizations or governmental credit agencies, and dividend distributions, regardless of the payment method (such payments may be made with funds freely-available abroad). However, this requirement does not apply to financing payments subsequent to February 11, 2002. In December 2002, the BCRA started to flexibilize certain restrictions, interest payment being no longer subject to prior approval. In addition, under certain circumstances, certain principal payments are not subject to prior approval either. In January 2003 authorized exchange offices could make payments of profits and dividends abroad in connection with balance sheets closed and certified by external auditors;

Income tax deduction of exchange differences resulting from applying the new exchange rate (US\$1= P\$1.40) on the net position of assets and liabilities denominated in foreign currency as of January 6, 2002, in the amount of 20% per annum over the five fiscal years ended after the effective date of the Law. In such respect, any exchange difference in excess of such ratio will be recorded on the relevant fiscal year according to the tax general provisions. Exchange differences subject to special treatment are those related to Argentine source results.

Late in 2002 the Federal Government implemented several measures aimed at deregulating the economy and lifting certain restrictions with a view to achieving a gradual regularization of the exchange market and of commercial and financial foreign exchange flows. In such respect, restrictions on the free availability of demand deposits were lifted, restrictions on principal and interest payment to foreign creditors became more flexible, payment terms in connection with imports and exports of capital goods also became more flexible, natural and artificial persons gained greater access to the exchange market and foreign currency transfers for the payment of dividends were authorized, among other measures.

On March 5, 2003, the Supreme Court ruled unconstitutional the de-dollarization of US dollar-denominated deposits and in favor of the Province of San Luis that claimed redollarization of frozen deposits. Though not applicable to all frozen deposits, this ruling is an almighty precedent for the holders of de-dollarized deposits.

Though the long term impact of the Argentine economic crisis and the new measures adopted by the Government is still uncertain, the prevailing crisis had a significantly adverse effect on the Company's liquidity, financial position, future expected results and growth prospects, as described below:

Argentine peso devaluation:

the marked and continued peso devaluation during 2002 adversely affected the Company's results and financial position. Considering the significant foreign currency net borrowing position, in 2002 the peso devaluation accounted for a P\$8,323 million net loss. Almost 100% of the Company's financial debt and a significant portion of its affiliates' debt is denominated in US dollars. Simultaneously, the peso devaluation accounted for a significant increase in interest on foreign currency financial debt.

Before enactment of the Public Emergency Law, the Company's cash flow, usually denominated in dollars or dollar-adjusted, provided hedging against exchange rate risks. The new Argentine regulatory framework, however, limited the Company's ability to mitigate the impact of the peso devaluation. In such respect, de-dollarization of utility rates, regulatory issues related to renegotiation of de-dollarized utility rates, new taxes on hydrocarbon exports and the implementation of regulations to prevent a rise in prices to final users in the domestic market had a significant impact.

Notwithstanding the above restrictions, as from the second semester of 2002 domestic prices of the main commodities recovered in line with export prices. In such respect, in 2002 the price of crude oil, styrene and polystyrene recorded an actual increase of 52.1%, 72% and 37%, respectively. In addition, in 2002 the Company aggressively pursued a trade policy of consolidation and opening of export markets to capitalize on domestic and export price asymmetries.

Based on the above behaviors and the solid positioning of foreign operations, whose cash flows are primarily

denominated in US dollars, in the medium term operating cash flow and peso exposure of the Company is expected to drop and to recover its sensitivity to the US dollar.

The Company's foreign transactions are converted into US dollars since this is the functional currency for such transactions and subsequently they are translated into pesos at the closing exchange rate. Gains (losses) from remeasurement as well as translation is charged to income in the financial income (expense) and holding gains (losses) account. For accounting disclosure purposes, gains (losses) from remeasurement and translation are disclosed in real terms, net of inflation adjustment. In 2002 fiscal year, remeasurement and translation of non-monetary assets accounted for a P\$1,950 million gain, net of inflation adjustment.

Effects of Inflation:

As a result of the Argentine peso devaluation in January 2002, inflation rate in Argentina started to rise quickly and significantly. In 2002 fiscal year consumer and wholesale price indexes ("IPC" and "IPIM") increased 40.98% and 118.2%, respectively.

In the prevailing monetary instability context, the Argentina GAAP in force require that financial statements be inflation adjusted. On March 6, 2002 the Professional Council in Economic Sciences of the Autonomous City of Buenos Aires approved Resolution MD No. 3/2002 that provided, among other aspects, the reinstatement of the adjustment-for-inflation method for fiscal years or interim periods ending as from March 31, 2002, inclusive, and that accounting measurements prior to January 1, 2002, be considered as stated in December 2001 currency.

The CNV (National Securities Commission), through General Resolution No.415 dated July 25, 2002, required that information adjusted for inflation should be disclosed in the financial statements to be filed subsequent to the date on which such regulation became effective.

In 2002 fiscal year, adjustment for inflation accounted for a P\$5,907 million net gain, which mitigated the impact of the beforementioned losses resulting from exchange differences.

Situation of interest in Utility Companies:

The new macroeconomic scenario after enactment of the Public Emergency Law deeply changed the economic-financial equation of utility companies. The tremendous effect of the devaluation, within a context where revenues remained unchanged as a consequence of the de-dollarization of rates and financial debts primarily denominated in foreign currency, affected utility companies' financial position, results of operations and the cash generation ability required to comply with financial obligations.

Utility companies' managements are currently implementing an action plan aimed at offsetting the negative impact of such circumstances. The Company may not assure if such plans will prove to be successful and if they will help to meet the companies' established goals.

CIESA failed to repay Corporate Notes (*Obligaciones Negociables*) in the amount of US\$220 million. In such respect, CIESA is currently negotiating with creditors an extension of the payment term. As of December 31, 2002 TGS, CIESA's owned company, failed to comply with certain restrictions and commitments related to financial agreements. Subsequently, in February 2003 TGS announced that it was not in a position to repay the US\$492 million financial debt due 2003. Consequently TGS started an overall restructuring process of a significant portion of its debt with no principal reductions. This process mainly aims at extending short term maturities, modifying certain financial restrictions contemplated in financial agreements and adjusting interest rate and repayment terms. In the event no agreement with creditors is reached, financial debts could become due and payable in the short term, with the consequent difficulties in terms of repayment.

In addition, Transener announced the suspension of principal and interest payments on its financial debt.

Transener hired an international financial advisor to develop a restructuring plan for its aggregate banking and financial liabilities.

Although not very likely, due to procedural difficulties related to bankruptcy laws and actions in Argentina concerning utility companies, there is a slight risk that the Company might totally or partially lose its equity interest in these companies in the event the restructuring process fails and creditors bring legal actions to collect against the assets of the affiliates in question. In addition, as part of the debt restructuring, creditors might demand an interest in these companies' capital stock, thus implying the subsequent reduction of the Company's equity interest in such utility companies.

Valuation of interest in utility companies

The impact derived from the measures adopted by the Argentine Government on the financial statements of such companies were recognized according to the assessments and estimates conducted by their respective managements. Actual future results may differ from the assessments and estimates so conducted and the differences may be significant. Therefore, the financial statements of such companies may not report all adjustments that could arise from such situation. It is not possible to predict the future evolution of the Argentine economy or its impact on the economic and financial situation of such companies.

As of December 31, 2002, CIESA, TGS and Citelec reported a positive shareholders' equity after capitalizing as a whole not only exchange differences resulting from direct financing, in line with the method applied by the Company, but also other permitted exchange differences. For the purposes of consolidating the criteria applied, prior to calculation of the related values under the equity method the Company made the appropriate adjustments.

On the basis of the above and capitalizing only exchange differences related to direct financing, as of December 31, 2002, equity interest in CIESA would have accounted for a P\$33 million negative shareholders' equity. However, and since the Company did not assume commitments to making capital contributions or providing financial assistance to its affiliates, such shareholding was valued at zero value, limiting the recognition of related losses to such book value. The Company will not book income (loss) until the related value, calculated under the equity method, is positive again.

As of December 31, 2002 interest in TGS and Citelec is valued at P\$87 million and P\$70 million, respectively. Equity interest in Citelec is recorded net of a P\$58 million impairment charge. Book value of such equity interest does not consider any additional adjustment that could result from an unfavorable outcome of the uncertainties described above. In accordance with accounting principles generally accepted in Argentina, as of December 31, 2002 the Company, through its interest in Citelec, capitalized on certain assets the exchange differences resulting from direct financing in the amount of P\$48 million, which differences will represent an anticipation of the effect of variances in the purchasing power of the Argentine peso and will be subsequently absorbed by restatement in constant pesos of the assets indicated above.

Considering all the uncertainties affecting the utility companies business, the Company disclosed income from equity in earnings of TGS, CIESA and Citelec as non-operating income, and did not segregate the related operating portion. Such criterion will be maintained so long as uncertainties continue regarding the future evolution of such business. In 2001 fiscal year, operating income from equity in earnings of CIESA, TGS and Citelec totaled P\$264 million.

a. Impairment of assets:

The peso devaluation, the enactment of the Public Emergency Law, in addition to all subsequent events, resulted in a dramatic change in the estimation of the future evolution of results and in the flow of certain Company businesses and assets. Considering the prevailing uncertainty in

connection with the recovery of the economic-financial equation and the recoverability of assets and businesses, the Company adjusted the book value of certain investments and assets to the respective recoverable value.

B) Political and Economic Situation in Venezuela

On December 2, 2002, opposing political parties together with the labor union and business confederations called a national civic strike, involving the country's main production areas, including PDVSA. Such strike extended to February 2, 2003 when it was partially lifted.

The political and economic effects derived from the strike were the following:

- Dramatic reduction in oil production from 3.2 million bbl/d to 150 thousand bbl/d at the top of the crisis. This caused an immediate reduction in the country's revenues and an increase in the national government's cash deficit.

Increased international pressure for a negotiated settlement to the crisis.

Severe fuel and food shortage as a result of crippled production activities.

Growing demand for dollars, resulting in a significant drop in the country's international reserves.

Accelerated devaluation of the bolivar.

Increased country risk in international markets.

General increase in the country's main product and service prices.

As from the moment PDVSA joined the civic strike, the national government tried to make the company resume operations. In line with such efforts, the Venezuelan government announced PDVSA restructuring.

As a result of the bolivar continued devaluation, the scarce inflow of foreign currency into the country in addition to the sharp drop in foreign reserves, the government suspended foreign exchange trading in Venezuela and announced exchange controls measures which will not be implemented until control methods are readily in place.

The Venezuelan crisis negatively affected the Company's operations as follows:

- Crippled crude oil reception by PDVSA in the Oritupano Leona, Mata and Acema areas, and the consequent interruption of oil production in those fields. In contrast, production activities were normal at La Concepción where deliveries reached approximately 13 thousand bbls/d.
- US\$ 10 million reduction in sales in December 2002.
- Interrupted operating cash flow upon suspension of foreign exchange trading in the country.

As of the date of these financial statements, oil production levels reached 68% of the fields production prior to production stoppage at PDVSA.

Since oil production activities in Venezuela are closely monitored by the government through PDVSA, operations in this country could be affected if political and social riots, including strikes and other forms of political protest, affect the Company's operating capacity in Venezuela. In addition, since Venezuela is an OPEC member country, the Company is subject to any decision related to production cuts the OPEC may adopt. In addition to these effects, the Venezuelan complex crisis could have other unforeseen effects which may have an adverse impact on the Company's results of operations.

C. Financial debt refinancing:

In the context described above, during 2002 the Company designed and completed an overall refinancing of a substantial portion of its financial debt.

The main purpose of refinancing was to bring principal payments in line with cash flow provided by operations and establish a manageable debt maturity schedule.

In August 2002 Pecom Energía exchanged corporate notes (*obligaciones negociables*) with a face value of US\$845 million. Simultaneously, and in line with the exchange offer conditions, Pecom Energía repaid US\$70 million.

In October 2002, Pecom Energía refinanced financial liabilities in an aggregate amount of US\$849 million, through the issue of new corporate notes in an amount of US\$600 million and other medium term credit facilities in the amount of US\$249 million. The Company simultaneously paid off debt in the amount of US\$74 million.

Refinancing significantly improved Pecom Energía's debt maturity profile extending debt life from 2 to 3.9 years. This process evidenced investors and local and international financial institutions' confidence in the Company's business prospects.

Covenants

In relation to the issue of Class J, K, L and M corporate notes and medium term credit facilities in the amount of US\$249.2 million (the "refinanced financial debt"), so long as any portion of refinanced financial debt remains unpaid, the Company shall comply with the following restrictions and commitments, among others:

- i. Restrictions on liens: the Company shall not create, except for limited number exceptions, any lien upon the whole or any part of its assets and its current or future income, including any right to earn income, unless it grants identical security interests to the refinanced financial debt.
- ii. Restrictions on the payment of dividends: the Company shall not distribute cash dividends prior to December 31, 2004, in cash exceeding US\$ 650,000. As an exception, Pecom Energía could make a sole payment of extraordinary dividends to its shareholders up to USD 19 million, based on whether Perez Companc allocates its share of distributed dividends to settle Perez Companc's payable to Pecom Energía. After this date, the aggregate amount paid shall not exceed 50% of the "excess cash" (cash provided by operating activities less aggregate capital expenditures allowed, up to the amount of actual capital expenditures, less financial debt repaid) for the immediately preceding fiscal year.
- iii. Restrictions on capital expenditures: the Company shall not make any capital expenditure, including the amount of debt incurred in relation thereto, in excess of US\$ 165 million in 2002, US\$ 425 million in 2003, US\$ 450 million in 2004, US\$ 425 million in 2005 and US\$ 475 million in 2006 and 2007. These limits shall be increased by: (i) proceeds from the sale of capital assets, (ii) 50% of the excess cash for the prior fiscal

year, (iii) contributed capital for capital increases, subordinated debt and project finance, and (iv) 50% of contributed capital for new debt issuance. Otherwise, the aggregate dividends paid shall decrease the limit of capital expenditures.

- iv. Restrictions on the incurrence of financial debt: the Company shall not incur any financial debt as long as, after the estimation thereof, the ratio of: (A) consolidated financial debt, and (B) consolidated EBITDA (defined as gross profit less administrative, selling and exploration expenses, plus depreciation and amortization, dividends and advisory services collected) exceeds 3.5. The referred restriction shall be not applicable to subordinated debt, debt resulting from the investment project finance and that incurred to settle the existing debt.
- v. Restrictions on the ratio of consolidated financial debt (excluding subordinated debt) and consolidated EBITDA: the ratio of both shall not be greater than 5.0 in 2002, 4.5 in 2003, 3.5 in 2004 and 3 as from 2005 through 2007. For interim periods, the restriction will be weighted considering the period of four consecutive quarters prior to the end of the quarter.
- vi. Restrictions on the ratio of EBITDA to Interest: the ratio between both shall not be lower than 2.25 in 2002, 2.75 in 2003 and 3 as from 2004 through 2007. For interim periods, the restriction will be weighted considering a period of four consecutive quarters prior to the end of the quarter.
- vii. Restrictions on the maturity date of the financial debt: at any time, the short-term financial debt shall not exceed an amount equal to US\$ 650 million.
- viii. Export obligation: the exports &ndash to - total principal services (principal repayments, plus accrued interest) ratio and the export collections - to &ndash total principal services ratio for Series J and K shall be higher than 1.25 and 1.1, respectively.
- ix. Mandatory financial debt redemption: Within a term that shall not exceed 120 days as from fiscal year-end, the Company shall mandatorily redeem on a prorata basis a portion of the refinanced financial debt of up to 50% of the excess cash during such fiscal year. Likewise, proceeds from the sale of assets, excluding those that constitute the business purpose, not reinvested within 360 days, shall be used to prepay the refinanced financial debt.

D) Reduced capital expenditures.

As a result of the size and complex nature of the crisis that broke out in Argentina late in 2001 and the few opportunities to access capital markets, the Company had to take a new approach to its growth strategy and consequently make radical changes in its short and medium term outlook.

In this new scenario, the Company reformulated the investment program dynamics prioritizing a strategy aimed at cash generation and maintenance of adequate liquidity levels. This resulted in restrictive expense and investment policies.

In 2002 the Company's capital expenditures totaled P\$727 million, accounting for a 58.3% and 42.3% drop compared to expenditures in 2001 and 2000 (P\$1,744 million and P\$1,261 million, respectively). In the past, the significant investments made laid the foundations for the Company's operations expansion and growth.

The reduced pace of investments changed the Company's growth objectives in the short term, mainly affecting oil and gas future production volumes. In addition, reduced investments will delay development of new exploitation areas and related production.

The Company expects to significantly increase the low capital expenditure levels recorded in 2002, thus recovering the investment pace of previous years.

E) Divestment of non-core assets

The change in Perez Compañac's controlling shareholder represents a major milestone in the Company's strategy aimed at business concentration.

The agreements executed in connection with the transfer of Perez Compañac's controlling equity interest granted Petrobras an option whereby, if within 30 days after closing of the sale of Pecom Energía's shares Pecom Energía did not consummate the sale of assets related to the farming, forestry and mining businesses, Petrobras will be entitled but not obliged to cause the seller to acquire such assets in the amount of US\$190 million.

In line with the provisions of the agreements mentioned above, during 2002 Pecom Energía sold the asset portfolio associated with its mining, farming and forestry businesses.

In July 2002, Pecom Energía sold Anglogold its 46.25% indirect equity interest in Cerro Vanguardia S.A., in addition to related assets. The transaction price amounted to US\$90 million and the operation accounted for a P\$122 million gain.

In September 2002, Pecom Energía sold Argentina Farmland Investors LLC its 100% equity interest in Pecom Agropecuaria S.A.'s capital stock. The transaction amounted to US\$53 million, accounting for a P\$27 million gain.

In December 2002, Pecom Energía sold its forestry business assets, including a total area of about 169,000 hectares of forestry land located in the Provinces of Misiones, Corrientes and Buenos Aires and a sawmill with a 90,000 m³/year capacity.

Considering the sales price, US\$ 53 million, the Company recorded a P\$152 million loss, to adjust book value of such investments. Transfer of goodwill in connection with forestry/industrial activities in Misiones is subject to compliance with certain terms and conditions and administrative formalities.

In addition, the following divestments were made:

- a. In April 2002, under an asset swap the Company sold IRHE (Argentine Branch) and GENTISUR S.A. (a company wholly owned by IRHE) its 50% interest in Pecom Agra in the amount of US\$30 million, accounting for a P\$80 million gain. In contrast, the parties transferred to the Company a 0.75% interest in Puesto Hernández UTE, in the amount of US\$4.5 million, a 7.5% interest in Citelec, in the amount of US\$15 million and a 9.187% interest in Hidroneuquén S.A, in the amount of US\$ 5.5 million.
- b. In October 2002, the Company sold Sudacia S.A., a company controlled by the Perez Compañac Family, its 66.67% equity interest in CONUAR, including the 68% interest in Fabricación de Aleaciones Especiales S.A., in an amount of US\$8 million. No results were recorded for the sale.

All these transactions helped (i) enhance the quality of the Company's assets portfolio and move forward with a strategy focused on energy operations to become an integrated energy Company, and (ii) consolidate a high potential and profitable business portfolio.

F) Management of crude oil price risk

In line with the business integration strategy, the Company's risk management policy focuses on net risk exposure, monitoring assets portfolio risks. This approach allows growing efficiently in the vertical integration of operations, balancing market risks in the business value chain.

A thorough knowledge of uncertainty sources affecting businesses is thus acquired, which facilitates capital allocation that optimizes the return/long term risk ratio. All this helps to: (a) support capital expenditure plans, (b) secure certain profitability and cash generation levels and (iv) improve the Company's risk perception.

In managing crude oil price risks, the Company uses hedging derivative instruments, such as futures, swaps, options and other instruments to mitigate risks related to results and cash flow volatility as a result of fluctuations in the price of crude oil and its byproducts. During 2002, the Company intensified the use of options which provide increased flexibility. It grants a protection against price drops without limiting the possibility of capitalizing on the profit potential.

Contracts effective during 2002 and 2001 accounted for a P\$370 million and a P\$338 million opportunity cost, respectively.

G) "Ship or pay" contract with Oleoducto de Crudos Pesados Ltd. ("OCP")

In connection with the future exploitation of Blocks 18 and 31, in Ecuador, the Company entered into a contract with OCP, whereby an 80,000 bbl/d oil transportation capacity was committed for a 15-year term as from the date OCP starts operations. The Company, as well as all other producers, must pay a "ship or pay" fee covering, among others, OCP operating costs and financial services.

As of the date of these financial statements, oil pipeline operations are delayed with respect to the original plan due to events beyond the Company's control. The nature and frequency of these events which include protests by environmentalists and community organizations could further delay the start of operations.

Yet, at the start of the pipeline operations, the Company's future oil production contributed by Blocks 18 and 31 may be possibly lower than the transportation capacity committed as a result of delays in Block 31 development plan due to an overall reduction in the Company's investment plan. In such scenario, the Company shall comply with its obligations for the aggregate oil volume committed.

In spite of the sensitive nature of risks affecting completion of the pipeline works and the uncertainties concerning Block 31 production, the Company deemed it prudent to record a P\$72 million loss in 2002, accounting for contingencies derived from oil transportation contractual commitments.

H) Association Agreement in San Carlos and Tinaco

In October 2002, the Company subscribed an association agreement with Teikoku Oil Co. Ltd., whereby it transferred 50% of its rights and obligations inherent to gas production in San Carlos and Tinaco exploratory areas located in Cojedes, Venezuela.

The Transfer of Interest Agreement, which is subject to approval by the Venezuelan Ministry of Energy and Mines, provides for an initial cash payment of US\$1 million and a subsequent disbursement of US\$2 million for the financing of the exploratory investments program in the Tinaco area in relation with geological studies, 2D seismic shooting and 2D seismic evaluation and interpretation. Furthermore, in the event a joint commercial development in such area is agreed upon, the Company will receive a supplementary payment in the amount of US\$3 million.

Considering exploration investments made before December 31, 2002, the Company recorded a P\$37 million loss.

D) Equity in earnings of affiliates

In 2002 fiscal year, the Company changed the method for disclosing equity in earnings of affiliates and consolidated it with the method applied to disclose income (loss) from the Company's own operations. In such respect, as from January 1, 2002 the Company's equity in financial income (expense) and holding (gains) losses and income tax of affiliates, as well as in income (loss) from transactions or facts related to the Company's ordinary course of business but of an infrequent nature is disclosed as non-operating income. In the Company's opinion, this method allowed for an improved analysis and understanding of equity in earnings of affiliates, thus excluding the distortive effects of inflation and the peso devaluation.

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Analysis of Results of Operations

The table below shows the Company's results of operations for fiscal years ended December 31, 2002 and 2001.

Figures for fiscal year 2001, presented for comparative purposes, were restated in December 31, 2002 currency. The price index applicable for restatement of financial statements and for measuring results in constant currency is a general wholesale price index and therefore does not reflect any specific variation in the price of products and services sold by the Company and which represent the Company's core business. Consequently, variations in gains (losses) for the period measured with an inflation-adjusted accounting model include positive or negative price actual variations subject to the fact that variations in specific indexes, including applicable exchange rates, may be higher or lower than the general price variation.

Net (loss) income:

The Company reported a net loss of P\$1,192 million for 2002 fiscal year, compared to a P\$214 million gain in 2001 fiscal year. The enactment of the Public Emergency Law, the peso devaluation, the worsening of the economic and financial current crisis in Argentina, in addition to growing uncertainty over its evolution, adversely affected 2002 operations and resulted in significant losses. This involved a deep change in the historical evolution of the Company's results.

The Company's results of operations for both fiscal years were basically affected by the following major facts:

Argentine peso devaluation:

The 238% peso devaluation adversely affected the Company's results in two aspects: (i) P\$8,323 million negative exchange differences derived from the net borrowing position primarily denominated in US dollars, and (ii) increase in interest related to foreign currency financial debt to P\$760 million from P\$349 million in 2001.

Conversely, remeasurement and translation into Argentine currency of foreign non-monetary assets accounted for a P\$1,950 million gain.

Effect of inflation:

The Company's significant net borrowing position resulted in the recognition of a P\$5,907 million gain for exposure to inflation.

Situation of utility companies:

In a rate de-dollarization and peso devaluation context, equity in earnings of utility companies dropped P\$865 million in 2002 fiscal year. In addition, the Company recorded a P\$58 million impairment charge to write off book value of Citelec. In 2001 fiscal year, in the light of the deep crisis that broke out by the end of 2001, the Company recorded a P\$201 million impairment charge to write-off the CIESA's acquisition value in excess of the relevant book value.

Impairment of assets:

In addition to the effects described above, in the light of the uncertainties prevailing in the current Argentine macroeconomic context in connection with the final recovery of the economic-financial equation and the recoverability of certain operations and assets, the Company adjusted their book value to the respective recoverable value.

Gas areas in Argentina and equity interest in Hidroneuquén: Due to the strong deterioration of domestic prices of gas and energy produced and to the limited possibilities of negotiating price increases within the context of the Public Emergency Law, the Company adjusted book value of such investments to their recoverable value, accounting for P\$44 million and P\$10 million losses, respectively.

Minimum presumed income tax credit: considering prospects for the evolution of results of operations, the Company recorded a P\$19 million and P\$102 million impairment charges, in 2002 and 2001, respectively, to write off the minimum presumed income tax credit.

Argentine Government Bonds: since the Argentine Government declared the default on most of its sovereign debt, following a conservative accounting practice, the Company recorded an impairment charge to write off book value of holding of Argentine External Bills in U.S. dollars, survey rate series 74, accounting for a P\$30 million loss.

Political and economic crisis in Venezuela:

Political and economic unrest, and specially the prolonged strike, to which PVDSA's workers joined, caused interruption of crude oil deliveries in December 2002 in Oritupano Leona, Mata and Acema areas, and consequently suspension of production activities in these fields. These facts accounted for an about US\$ 10 million drop in sales.

Considering the uncertainty posed by the prevailing situation in Venezuela, the financial and exchange restrictions imposed in such country and the occurrence of certain events that crippled operations in the Oritupano Leona, Mata and Acema areas during December 2002, the Company deemed it prudent to record a P\$26 million impairment charge to write off book value of loans granted to partners in Venezuelan joint ventures. Under such loan agreements, the Company from time to time provides its joint venture partners any cash required to comply with the obligations related to the joint venture cash flows. The impairment charge was recorded to adjust loan quality to probable recoverable value taking into account that such loans are secured by a pledge as fiduciary bond.

"Ship or pay" agreement with OCP

: Considering contractual commitments made with OCP in connection with future transportation of Block 31 production and certain delays in the area development plan, in addition to an overall reduction in the investment plan, the Company recorded a P\$72 million allowance for contractual commitments in 2002.

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Association Agreement in San Carlos and Tinaco

: Based on economic evaluations made upon execution of the association agreement for joint production activities in San Carlos and Tinaco exploratory areas, the Company recorded a P\$37 million impairment charge to write-off the value of the investments made in such areas.

Divestment of non-core assets:

Divestment of non-core assets accounted for a P\$77 million net gain in 2002, attributable to: (i) sale of Cerro Vanguardia, P\$122 million; (ii) sale of Pecom Agra, P\$80 million and (iii) sale of Pecom Agropecuaria, P\$27 million, which effects were partially offset by a P\$152 million loss, derived from the divestment of the forestry business. During 2001 fiscal year, divestment of operations accounted for a P\$184 million net gain.

Gross Profit:

gross profit for 2002 increased P\$556 million or 48.6% to P\$1,699 million from P\$1,143 million in 2001, mainly as a result of increased marketing margins of the main commodities. Oil and Gas Exploration and Production and Petrochemical business segments gross profits increased P\$413 million and P\$209 million, respectively. Conversely, as a result of restrictions on the increase of energy sales prices in the prevailing inflationary scenario, gross profit for the Electricity business unit dropped by P\$50 million.

Net sales:

Net sales increased P\$964 million or 27.1% to P\$4,521 million in 2002 fiscal year from P\$3,557 million in 2001, primarily due to the significant rise in the price of the main commodities. In the prevailing inflationary scenario, the price of the main products significantly increased on the basis of a dollar-denominated contribution from foreign operations, increased exports and the alignment of domestic prices with export reference prices. In such respect, in 2002 the price of crude oil, styrene and polystyrene increased 52.1%, 72% and 37%, respectively. In 2002, sales for the Oil and Gas Exploration and Production business segment increased P\$820 million (including a P\$296 increase in intercompany sales), and sales for the Petrochemicals and Refining business segments increased P\$431 million and P\$219 million, respectively. In contrast, sales revenues from the Electricity segment decreased P\$113 million.

Administrative and selling expenses:

Administrative and selling expenses increased P\$36 million or 7.1% to P\$538 million, mainly as a result of the effect of devaluation on expenses incurred abroad. This impact, however, was mitigated by the implementation of a stringent cost optimization policy.

Exploration Expenses:

Exploration expenses increased P\$17 million or 41.4% to P\$58 million in 2002 from P\$41 million in 2001.

Other operating income, net

: Other operating income, net decreased P\$26 million or 74.3% to P\$9 million from P\$35 million in 2001, mainly as a result of a drop in income from advisory services related, either directly or indirectly, to utility companies' operations, in line with the special situation of such companies (P\$20 million) and liabilities for environmental remediation works (P\$ 8 million).

Operating income:

operating income increased P\$157 million or 13.9% to P\$1,285 million in 2002 from P\$1,128 million in 2001, mainly as a result of the significant increase in gross profit. Such increase was offset by the significant drop in equity in operating earnings of affiliates.

Operating income for each business segment for 2002 and 2001 fiscal years is broken down as follows:

Other expenses, net:

Other expenses, net recorded P\$268 million and P\$28 million losses in 2002 and 2001 fiscal years, respectively. In 2002, losses were primarily attributable to the following: (i) impairment of gas production blocks in the amount of P\$44 million, (ii) P\$72 million for contingencies related to the "ship or pay" contract with OCP, (iii) impairment of exploratory investments in the San Carlos areas in the amount of P\$37 million, (iv) impairment charge to write off book value of interest in Citelec and Hidroneuquén in the amount of P\$58 million and P\$10 million, respectively, (v) P\$36 million for tax on banking transactions, (vi) P\$26 million allowance for bad debts related to loans granted to joint venture partners in Venezuela, and (vii) accelerated amortization of financial debt issuance costs, in the context of the debt refinancing process (P\$17 million). Such effects were partially offset by income from divestment of non-core assets, gain of P\$77 million. Losses recorded in the previous fiscal year were mainly attributable to the P\$201 million impairment charge to write-off the acquisition value of CIESA in excess of the relevant book value., and to the P\$65 million loss from the sale of Pampa del Castillo-La Guitarra area and of the shareholding in Terminales Marítimas Patagónicas, partially offset by a P\$249 million gain derived from a hydrocarbon assets exchange.

Equity in operating and non-operating earnings of affiliates:

Equity in earnings of affiliates accounted for a P\$655 million loss in 2002 fiscal year compared to a P\$205 million gain in 2001. This significant increased loss mainly resulted from the beforementioned situation of utility companies which led to a P\$865 million drop in income for the year.

Financial income (expense) and holding gains (losses):

Financial income (expense) and holding gains (losses) recorded a P\$1,332 million net loss, P\$880 million or 194.7% higher compared to a P\$452 million loss in 2001. Such increased loss is primarily attributable to: (i) an P\$8,323 million net exchange loss in 2002, (ii) increase in net financial costs from P\$411 million to P\$760 million, and (iii) adjustment of liabilities on account of de-dollarization and subsequent application of indexation in the amount of P\$54 million and (iv) impairment charge to write off book value of holding of Argentine External Bills in U.S. dollars, survey rate series 74, accounting for a P\$30 million loss. Such effects were mitigated by a P\$1,950 million gain resulting from conversion and translation of foreign non-monetary assets and by a P\$5,907 million gain due to exposure to inflation.

Income tax:

The income tax provision accounted for a P\$66 million loss in 2002 compared to P\$133 million loss in 2001. Both years include an impairment charge to write off the minimum presumed income tax credit in the amount of P\$19 million and P\$102 million, respectively.

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Oil and Gas Exploration and Production

Operating income:

Operating income for this busine