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Faci S.p.A.

Financial Statements as of 31 December 2002 Auditor's Report

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A21 COMPANIES HOUSE 0412 17/12/03 Deloitte & Touche S.p.A. Revisione e organizzazione contabile Via Silvio Pellico, 1 16128 Genova Italia

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Deloitte & Touche

AUDITOR'S REPORT

To the Shareholders of Faci S.p.A.

We have audited the financial statements of the Faci S.p.A. (the Company) as of December 31, 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the Auditing Standards generally accepted in Italy. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion. For the opinion on the financial statements of the prior year, the data of which are presented for comparison in accordance with legal requirements, reference should be made to the auditor's report issued by on 19 July, 2002.

In our opinion, the financial statements present fairly, in all material respects, the financial position of Faci S.p.A. as of December 31, 2002, and the results of its operations for the year then ended and comply with the principles which regulate the preparation of financial statements in Italy.

According to the right provided for by law, the Company has not issued the consolidated financial statements as it is controlled by Euchemia S.p.A., that is required to draw up the consolidated financial statements.

This report has been translated into the English language solely for the convenience of international readers.

DELOITTE & TOUCHE S.p.A. Signed in original by Corrado Toscano Partner

Genoa, July 28, 2003



FACI S.p.A.

Registered office: Cagliari, Via Galassi 2

Share capital: Euro 9,726,600.00 fully paid in

Cagliari Company registration number and fiscal code 03545180105

DIRECTOR'S REPORT ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2002

Dear Shareholders,

the financial statements for the year ended December 31, 2002 that we present for your approval closed with a profit of Euro 132,659 after taxes of Euro 1,204,785 and a gross operating margin (before amortisation and provisions) of Euro 7,462,269.

The amortisation of tangible and intangible assets amounted to Euro 4,460,176 (in line with that in 2001 of Euro 4,915,826).

Operational Performance

As already noted, the year 2002 closed with a net profit of Euro 132,659, a decrease compared to the previous year (Euro 763,739 –82.6%). However the decrease is essentially attributable to amnesty tax as per legislation 289/2002 of Euro 462,208 which the company adhered to. With this extraordinary fiscal charge the result would have been slightly less that than achieved in 2001 and thus substantially in line with the previous years (except for the year 2000).

The comparison of the gross operating margin – passing from Euro 7,932,607 to Euro 7,462,269 – shows a small decrease in the industrial result (-5.9%). The sales increased by 4.4% reaching Euro 57.3 Million with an increase in the volumes sold and produced of over 60,000 tonnes, an increase of 6.1%. As a consequence of these considerations the average sales price has slightly decreased due to greater competitiveness and the general unfavourable economic outlook. Raw materials saw significant price fluctuations during 2002, lowering in the first part of the year and rising in the second part of the year, as occurred in the previous year. These fluctuations and the difficulty in passing on the raw material price increases in sales price increases has resulted in significant fluctuations in margins during the year. Due to the provisioning policies adopted by our principal customers, aimed at lengthening the contract period, the adjustment of sales prices to the changes in the market conditions of raw materials has become slower and more difficult. To the uncertainty on prices is added that on production regulations and the use of animal grease, generating



differences in the interpretation and application between various countries and, occasionally, competitive advantages for different regions. These uncertainties cannot be considered as yet resolved and will continue in the coming years in view of a final resolution.

Other costs have been maintained substantially in line with those in the previous year. Personnel costs have increased by 3.4% - in line with the annual inflation rate. Indebtedness has remained substantially unchanged.

In 2003 the industrial outlook has perhaps deteriorated from that in 2002; however the decrease in sales remains contained and the grease raw materials market has weakened compared to the end of the previous year, partly attributable to the appreciation in the Euro. This appreciation however is unfavourable for sales in the American and Asian markets resulting in e a loss in competitiveness.

Investments

In 2002 significant investments were made in order to increase production capacity, introduce new products and achieve operational economies. The production lines that have benefited most are those of metallic soaps and organic esters. Also the production capacity of acid grease has increased in order to satisfy the increased request for these products, which for us, are intermediary products. In the final month of the year an investment was made not significant in terms of value, but of strategic importance. This relates to the only metallic stearates production plant in Great Britain, located near Liverpool; the company running the plant was placed in liquidation and we have acquired the activity as a foreign branch. As can be imagined the production plant is not particularly efficient, but added to our previous presence it guarantees us a greater share of the English market. Naturally further investments for improvement will be necessary and the exploration of all possible synergies, even though, in consideration of the brief period it has been in our possession, its evaluation has not being completed. The forecast of sales in 2003 for the English branch is approximately Euro 4 Million.

Commercial strategy

The good result in terms of volumes sold indicates a consolidation of our commercial position in all markets, from the national market to outside the European Union, the latter being favoured by high value of the Dollar for the whole of the year under examination. Forecasting good results from the subsidiary Faci Asia Pacific in the Asian market, of note is the favourable synergies currently being achieved by large groups, to whom we can provide quality from the two production sites.



In the commercial sector a reorganisation of many of the agencies will be made, especially those overseas. The objective is to achieve a direct company presence with the customers and at the same time resolve many positions of both internal conflict (several agents for the same markets) and external conflict (the same agent that represents our competitors as well as us). The subject is naturally delicate and each situation will be followed individually.

Transactions with subsidiary, associate and holding companies

With the exclusion of the English plant incorporated into the Italian organisation, which was already commented upon above, no acquisitions or disposals were made in the year 2002.

Ambrogio Pagani – and thus Futura which holds 50% - closed again with a positive result, although less than in the previous year which also encountered a difficult year in the raw materials market. Faci Asia Pacific Pte Ltd in its second year as fully operational registered a strong growth in volumes ad sales approximately 60% over 2001. The sales were approximately Euro 7 Million of which 85% relating to goods produced by the Singapore plant. The result was positive for the first time, although below expectations, again due to the unfavourable market situation in the second half of the year. The forecast for 2003 is of continued strong growth of approximately 30%. New investments increased the production capacity of the plant that now has reached 15,000 tonnes per year of metallic soap.

Productos Metalest in which Faci S.p.A. has a 50% holding closed positively more in terms of sales growth than in relation to the result which remained positive. Unfortunately the difficult situation towards the end of the year and the beginning of 2003 could negatively affect the performance in consideration of the difficult situation in the Spanish market.

Reinco CA suffered the consequences of the uncertain political situation in Venezuela registering a reduction in turnover.

In accordance with article 2428 of the civil code below is shown the transactions between subsidiary, associate and holding companies.

| Income/Costs | Income from investments | Other income | Other costs | Financial income |
|-----------------------|-------------------------|--------------|-------------|---------------------|
| Subsidiary companies | | | | |
| Faci Asia Pacific Ltd | 0 | 1,344,378 | 210,275 | o |
| Associated companies | | | | |
| Futurs Srl | 120,000 | o | o | 0 |
| Productos Metalest SL | 0 | 431,137 | 59,633 | 43,304 |
| REINCO SA | 0 | 285,918 | 0 | . 0 |
| | 120,000 | 2,061,433 | 269,908 | 43,304 |

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| Balances | Trade receivables | Financial receivables | Trade payables | Investments |
|-----------------------|----------------------|--------------------------|----------------|-------------|
| Subsidiary companies | | | | |
| Faci Asia Pacific Ltd | 2,218,872 | q | 58,280 | 1,490,950 |
| Associated companies | | | | |
| Futurs Srl | o | 245,000 | o | 526,786 |
| Productos Metalest SL | 118,085 | 1,215,000 | 29,302 | 2,602,199 |
| REINCO SA | 273,836 | 0 | 0 | 668,889 |
| | 2,610,793 | 1,460,000 | 87,582 | 5,288,824 |

Acquisitions, disposals, number and value of shares held in holding companies

In accordance with no. 3) and 4) of article 2428 of the civil code the company does not hold or has not – directly or indirectly – acquired or disposed of its own shares or those of a holding company.

Subsequent events to the year-end

It is noted that from December 31, 2002 to the date of the approval of the financial statement no matters arose that require mentioning in the present report.

Dear Shareholders,

in expressing our gratitude for the efforts made in achieving the results obtained, we invite you to approve the financial statements that we present together with our report.

For the Board of Directors

Ing. Franco Rossi

FACI S.p.A.

Registered office: Cagliari, Via Galassi 2 Share capital: Euro 9,726,600.00 = fully paid in Fiscal Code and Cagliari Company Registration number 03545180105

FINANCIAL STATEMENTS AS AT DECEMBER 31, 2002

BALANCE SHEET

| ASSETS | Dec 31, 2002 | Dec 31, 2001 | Variation |
|---|--------------|--------------|-------------|
| D) Fixed coasts | Euro | Euro | Еиго |
| B) Fixed assets | | | |
| I - Intangible assets | | | |
| research, development and advertising costs | 2.324 | 5.113 | (2.789) |
| 4) Concessions, licenses, trademarks and similar rights | 218.066 | 82.998 | 135.068 |
| 5) Goodwill | 61.492 | | |
| 7) Other | 18.303 | 29.436 | (11.133) |
| Total intangible assets | 300.185 | 117.547 | 182.638 |
| II - Tangible assets | | | |
| Land and buildings | 16.715.592 | | |
| Plant and machinery | 8.408.506 | | • |
| Industrial and trade equipment | 229.165 | | |
| 4) Other assets | 549.396 | | |
| 5) Assets under construction and advances | 80.395 | 27.609 | 52.786 |
| Total tangible assets | 25.983.054 | 27.849.739 | (1.866.685) |
| III- Financial assets | | | |
| 1) Participations | | | |
| a) in subsidiary companies | 1.490.950 | 1.490.950 | 0 |
| b) in associated companies Receivables | 3.797.874 | 3.797.874 | . 0 |
| b) associated companies | | | |
| - due over one year | 945.000 | 1.215.000 | (270.000) |
| d) other companies | 8.000 | | |
| | 0.000 | v | 0.000 |
| Total financial assets | 6.241.824 | 6.503.824 | (262.000) |
| Total fixed assets (B) | 32.525.063 | 34.471.110 | (1.946.047) |
| C) Current assets | | | |
| l - Inventory | | | |
| Raw materials, ancillary and consumables | 1.499.225 | 1.374.221 | 125.004 |
| 4) Finished products and goods | 3.485.935 | | |
| Total inventory | 4.985.160 | 4.501.547 | 483.613 |
| II - Receivables | | | |
| Trade receivables | 12.443.708 | 12.550.408 | (106.700) |
| 2) Subsidiary companies | | | (x =) |
| a) due within one year | 2.218.872 | 1.042,236 | 1.176.636 |
| Associated companies a) due within one year | 906.921 | 1.194.447 | (287.526) |
| 5) Others | 545.02. | | (201.020) |

| TOTA | L ASSETS | 58.193.322 | 57.929.877 | 263.445 |
|------------|--|------------|------------|-----------|
| | Total prepayments and accrued income (D) | 48.983 | 67.442 | (18.459) |
| | d2) Prepayments | 48.983 | 63.090 | (14.107) |
| D) Pr | epayments and accrued income d1) Accrued income | o | 4.352 | (4.352) |
| | Total current assets(C) | 25.619.276 | 23.391.325 | 2.227.951 |
| | Total cash and banks | 3.453.714 | 2.170.879 | 1.282.835 |
| 3) | Cash and equivalents | 38.505 | 5.649 | 32.856 |
| IV - 1) | Cash and banks Bank and postal accounts | 3.415.209 | 2.165.230 | 1.249.979 |
| | Total receivables | 17.180.402 | 16.718.899 | 461.503 |
| | a) due within one year | 1.610.901 | 1.931.808 | (320.907) |

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| LIABILITIES | | Dec 31, 2002 | Dec 31, 2001 | Variation |
|-------------|---|------------------------|---------------------------------------|-----------|
| | | Euro | Euro | Euro |
| A) Sh | areholders' equity | | | |
| - | Share capital | 9.726.600 | | |
| II - | Share premium reserve | 668.992 | 668.992 | 0 |
| 111 - | Revaluation reserve | 0.007.045 | 0.007.045 | |
| | - Revaluation reserve Law 342/2000 - Revaluation reserve Law 448/2001 | 6.667.345 8.539.344 | | |
| IV - | Legal reserve | 123.669 | | |
| VII - | Other reserves | 123.008 | 110.92 | 12.740 |
| * ** | - Reserve for accelerated depreciation | 883.441 | 645.055 | 238.386 |
| | - Reserve for grant contribution | 200.197 | | |
| | - Extraordinary reserve | 516.568 | 1.195.982 | (679.414) |
| | - Rounding reserve | (2) | (2) | Ò |
| VIII - | Profits (losses) carried forward | C | · · · · · · · · · · · · · · · · · · · | |
| IX - | Profit (loss) for the year | 132.659 | 763.739 | (631.080) |
| | Total shareholders' equity (A) | 27.458.813 | 28.009.385 | (550.572) |
| B) Re | serves for risks and charges | | | |
| 1) | For pension and similar obligations | 364.499 | 263.811 | 100.688 |
| 2) | For taxes | C | | |
| 3) | Others | 518.782 | 2 (| 518.782 |
| | Total reserves for risks and charges (B) | 883.281 | 263.811 | 619.470 |
| C) Pro | ovision for employee leaving indemnity | 3.431.652 | 3.308.330 | 123.322 |
| D) Pa | yables | | | |
| 3) | Due to banks | | | |
| | a) due within one year | 12.230.160 | | |
| | b) due over one year | 308.953 | | , , |
| 5) | Advances | 48.676 | | |
| 6) | Trade payables | 8,327.048 | | |
| 8) | Subsidiary companies | 58.280 | | |
| 9) | Associated companies | 29.302 | 31.440 | (2.138) |
| | | | | Ch |

| 11) | Tax authorities | | | 0 |
|---------|---|----------------|------------------------|----------------|
| | a) due within one year | 2.095.6 | 39 2.638.4 | 467 (542.828) |
| | b) due over one year | 892.0 | | (55.7500) |
| 12) | Due to social security authorities | 609.3 | 46 583.7 | 724 25.622 |
| 13) | Other payables | | | |
| | a) due within one year | 1.730.4 | 12 1.297.7 | 772 432.640 |
| | Total payables (D) | 26.329.8 | 67 26.197.0 | 018 132.849 |
| F) Ac | crued liabilities and deferred income | | | |
| _, | d1) accrued liabilities | 9.4 | 30.8 | 869 (21.469) |
| | d2) deferred income | 80.3 | 09 120.4 | • |
| | | | | |
| | | 89.7 | 09 151.3 | 333 (61.624) |
| TOTA | L LIABILITIES | 58,193.3 | 22 57.929.8 | 877 263.445 |
| IUIA | LIABILITIES | 30, 133.3 | 22 31.323.0 | 200.743 |
| | | | | |
| MEMO | PRANDUM ACCOUNT | 1.746.0 | 16 1.746.0 | 046 |
| | Mortgages on company buildings Leasing payments due | 1.740.0 | | * • • |
| | Guarantees to subsidiary company | 11.940.7 | | 0 11.940.741 |
| | Guarantees to third parties | 219.2 | | 0 219.283 |
| | Guarantees for VAT | _,,,,, | 0 322. | |
| | | | | |
| Total r | nemorandum account | 14.119.8 | 16 2.536. ⁻ | 128 11.583.688 |
| | | | | |
| | | | | |
| INCO | ME STATEMENT | Dec 31, 2002 | Dec 31, 2001 | Variation |
| | | Euro | Euro | Euro |
| | | - - | === | _ |

| INCO | ME STATEMENT | Dec 31, 2002 | Dec 31, 2001 | Variation |
|----------|--|--------------|--------------|--------------------------|
| | | Euro | Euro | Euro |
| A) Va | alue of production | | | |
| 1) 2) | Revenue from sales and services Changes in inventory of work in process, | 57.259 | .776 54.63 | 30.838 2.628.938 |
| ۷) | semi-finished and finished products | 374 | .651 (18 | 7.100) 561.751 |
| 5) | Other income and revenues | . | (10 | |
| | a) grants | • - | | 22.797 (82.642) |
| | b) other income | 386 | .093 46 | 33.196 (77.103) |
| | Total value of production | 58.060 | .675 55.02 | 29.731 3.030.944 |
| B) C | osts of production | | | |
| 6) | Raw materials, goods & consumables | 29.985 | .324 26.62 | 28.887 3.356.437 |
| 7) | Services | 11.015 | .395 10.78 | 38.091 227,304 |
| 8) | Use of third party assets | 296 | .206 33 | 31.507 (35.301) |
| 9) | Personnel: | | | |
| | a) wages and salaries | 6.056 | 5.532 5.98 | 39.251 67.281 |
| | b) social security contributions | 2.076 | | 02.413 74.128 |
| | c) staff leaving indemnity | | | 95.802 62.929 |
| 4.00 | e) other costs | 248 | .831 15 | 52.575 96.256 |
| 10) | Depreciation, amortization and write-downs: | | | |
| | a) amortisation intangible assets | | - | 55.637 92.017 |
| | b) depreciation tangible assets | 4.312 | 2.522 4.86 | 30.189 (547.667) |
| | d) write down of | | | |
| 441 | receivables | 77 | 7.392 | 73.141 4.251 |
| 11) | Changes in inventory of raw, ancillary | | | |
| 12) | and consumable materials and goods | • | | 17.988 (473.149) |
| 13) | Provision for risks | | | 96.836 604 |
| 14) | Other operating costs | 298 | 3.425 17 | 73.028 125. 36 7/ |

| Total costs of production (B) | 55.115.832 | 52.065.345 | 3.050.487 |
|--|-------------|------------|-----------|
| Difference between cost and value of production | 2.944.843 | 2.964.386 | (19.543) |
| C) Financial income and charges | | | |
| 15) Income from participations in: | | | |
| associated companies | 271.658 | 288.791 | (17.133) |
| 16) Other financial income | | | |
| a) receivable income from associated companies | 43.304 | 32.943 | 10.361 |
| d) other income | 93.414 | 227.971 | (134.557) |
| 17) Interest and other financial charges | | | |
| - other | (1.425.580) | (801.953) | (623.627) |
| Total financial income and charges (C) | (1.017.204) | (252.248) | (764.956) |
| D) Adjustment to value of financial assets | | | |
| 19) Write-downs: | | | |
| a) of participations | 0 | (584.145) | 584.145 |
| E) Extraordinary income and charges | | | |
| 20) Extraordinary income | 0 | 15.313 | (15.313) |
| - Euro rounding | 0 | 1 | (1) |
| 21) Extraordinary charges | | | ` , |
| - Euro rounding | (1) | 0 | 0 |
| - taxes relating to previous years | (462.208) | 0 | (462.208) |
| - others | (127.986) | (57.406) | (70.580) |
| Total extraordinary income and charges (E) | (590.195) | (42.092) | (548.102) |
| Profit before taxes | 1.337.444 | 2.085.901 | (748.457) |
| 22) Taxes | 1.204.785 | 1.322.162 | (117.377) |
| 26) Profit (loss) for the year | 132.659 | 763.739 | (631.080) |

The present financial statements correspond to the underlying accounting records and entries.

The President

(Ing. Franco Rossi)

FACI S.p.A.

Registered office Cagliari, Via Galassi 2 Share capital: Euro 9,726,600.00 fully paid in Cagliari Company registration number and fiscal code 03545180105

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2002

STRUCTURE AND CONTENTS OF THE FINANCIAL STATEMENTS

The financial statements, comprising the balance sheet, income statement and notes, have been prepared in accordance with statutory requirements.

In accordance with article 2423 of the Civil Code we note that:

- the balance sheet and income statement format as required by articles 2424 and 2425 of the Civil Code provide sufficient information to give a fair and correct representation of the economic and financial position of the company; and it is therefore not considered necessary to provide additional information;
- no cases of incompatibility arise between the statutory reporting requirements in the preparation of the financial statements and the need to provide a fair and correct representation of the economic and financial position of the company; and therefore no recourse to exceptions has been made as permitted by article 2423, paragraph 4, of the Civil Code.

In accordance with article 2423 ter of the Civil Code we note that:

- there has been no re-grouping of accounts within the balance sheet or income statement;
- there is full comparability between the accounts contained in the financial statements with those relating to the previous year.

In accordance with article 2424, paragraph 2, of the Civil Code there are no items in the assets or liabilities that could fall under more than one account.

The company is included in the consolidation of the parent company and the company preparing the consolidated financial statements is EUCHEMIA S.p.A., with head office at Genoa, Piazza della Vittoria 8/20. A copy of the consolidated financial statements and the report on the operations has been deposited at the Company Registration Offices at Genoa.

1) ACCOUNTING PRINCIPLES

The financial statements have been prepared applying the accounting principles in accordance with article 2426 of the Civil Code in compliance with the principles of prudence and going concern.

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Intangible assets – Intangible assets are recorded at cost including incidental charges and are amortized in consideration of their residual use. In relation to this it is noted:

- set-up and expansion costs and research, development and advertising costs are recorded with the agreement of the Statutory Auditors and are amortized over a period of 5 years;
- concessions, licenses, trade marks and similar, comprising principally software application programs, are also amortized over a period of 5 years;
- the goodwill deriving from the acquisition of the English branch is amortized over a period of 5 years;
- other intangible assets are amortized based on a reasonable allocation each year.

Tangible assets -- Tangible assets are recorded at purchase price or production cost including incidental charges- adjusted, for some assets, in application of specific revaluation laws or resulting from merger operations on the allocation of goodwill arising on merger.

Revaluations were made in the previous year of some industrial buildings in compliance with Law no. 448/2001 article 3.

In relation to the specific plant, it is noted that they were subject to revaluation both for the year ended December 31, 2000, in application of Law no. 342/2000 article 10-16 and for the year ended December 31, 2001 in application of Law no. 448/2001, article 3.

In application of paragraph 2 of article 11 Law 342/2000 – renewed by paragraph 1 of article 3 Law 448/2001 – it is confirmed that the values recorded in the financial statements after the revaluations for the buildings and plant are not greater than the effective values attributed to the assets for their value, production capacity, effective economic use by the company, as well as their current value on Italian or overseas markets.

The attachments no. 3 and 4 to the present notes show a summary of the above-mentioned revaluations.

Maintenance costs of an ordinary nature are charged fully to the income statement. Maintenance costs of an incremental nature are allocated to the assets they relate to and depreciated in accordance with their residual use.

Financial assets – The participations, recorded under financial assets, are valued at purchase cost or subscription. The cost is reduced in the case of permanent loss where the participation has suffered losses and no recovery is foreseen in the immediate future, or sufficient profits may be generated to absorb the losses; the original value is written back when the reasons for the write-down no longer exist.

In relation to the comparison of the value of participations in the financial statements and the value of the corresponding net equity as provided by article 2426, no. 3, of the Civil Code reference should be made to point 5) of the present notes.



Inventory – Inventory is valued at the lower between purchase price or production cost – calculated with the LIFO method (last in first out) – and market value.

The adoption of this method results in a valuation that does not differ significantly from that using the average annual cost valuation.

Receivables – Receivables are prudently valued according to their estimated realizable value. In particular, in order to record trade receivables at their realizable value, a direct write-down is made that does not exceed the fiscal deductible amount.

Interest on overdue payables and receivables — In application of Legislative decree 231 of October 9, 2002 the company has recorded interest income and expense on overdue accounts receivable and accounts payable.

Cash and banks - Cash and banks, consisting prevalently of bank balances, are recorded at their effective amount.

Prepayments and accruals - They are recorded in accordance with the accruals concept.

Provision for risks and charges – Provisions for risks and charges are recorded in respect of certain or probable losses or liabilities, the amount or due date of which could not be determined at year-end. The provisions made reflect the best possible estimate based on available information.

The risks where a liability is only a possibility are shown in the notes without inclusion in the provision for risks and charges.

Provision for employee leaving indemnity – The provision is accrued in accordance with legislation and labour contracts in force and reflects the liabilities matured against all employees at year-end.

Payables - Trade, financial and other payables are recorded at their nominal value.

Revenue recognition – The revenue for the sale of products is recognised at the moment of transfer of ownership which generally coincides with shipment of the goods. Dividends from subsidiary and associate companies are recorded in accordance with the accruals concept.

Financial lease contracts – The lease payments, all relating to moveable assets, are recorded in accordance with the accruals concept with reference to the contractual clauses. At the expiry of the contract, the value of the redemption is recorded among tangible assets.



Income taxes – They are recorded based on an estimate of the fiscal charge for the period in accordance with current fiscal legislation. Deferred tax liabilities are recorded on positive temporary timing differences between the result for the year and the fiscal assessment (principally gains on asset sales, grant contributions and accelerated depreciation) and deferred tax assets on negative temporary timing differences between the result for the year and the fiscal assessment (mainly entertainment expenses and the recovery of accelerated depreciation).

Adjustment to values and provisions made solely for fiscal purposes – The adjustments to values and provisions solely for fiscal purposes relate to additional depreciation to those for economic/technical purposes in the financial statements. These items are recorded in the same accounts in the income statement and balance sheet as the adjustment to values and provisions made in compliance with statutory requirements. The effect of these fiscal provisions are shown in the individual asset category. It is noted that where the depreciation made is greater than the ordinary fiscal depreciation, a deferred tax asset is recorded.

In addition, as in the previous year, accelerated depreciation deductions were made exclusively in relation to the annual fiscal returns, generating a fiscal saving of Euro 45,609.00. As the accelerated fiscal depreciation was not recorded in the financial statements, the relative deferred tax liability was recorded.

Conversion criteria of foreign currencies – The receivables and payables originally in foreign currencies are converted to Euro at the exchange rate at the moment of the operation. The differences arising on the receipt of receivables and payment of payables in foreign currencies are recorded in the income statement.

Risks, commitment, and guarantees – The memorandum account, shown after the balance sheet, represents the guarantees given by the company and commitments in existence at the year-end.

2) MOVEMENTS IN FIXED ASSETS

The movements in intangible, tangible and financial assets are shown in the schedules below.

| | Initial Movements in the year | | | | | ĺ | Final | |
|--|-------------------------------|-----|--------------|---------------|---------------|-----------------------------------|---------|-----------|
| INTANGIBLE ASSETS | Net valu | e . | Acquisitions | Transfers (1) | Disposals (1) | Revaluations (write- downs) | Amort | net value |
| Set-up and expansion costs | | | | | | <u> </u> | 0 | _ |
| Research, development and advertising costs | 5,1 | 113 | | 0 | | | 2,789 | 2,324 |
| Patents and rights to use intellectual property | _ | - | | 0 | | _ | • | _ |
| Concessions, licenses, trademarks and similar rights | 82,9 | 997 | 253,425 | 0 | | | 118,357 | 218,066 |
| Goodwill | | 0 | 76,865 | | | | 15,373 | 61,492 |
| Other | 29,4 | 437 | 0 | - | · | - - | 11,135 | 18,301 |
| Total intangible assets | 117,5 | 547 | 330,290 | | | | 147,654 | 300,183 |

83

| TANGIBLE ASSETS | | Composition previous year | | | Initial | |
|--|------------|---------------------------|-----------------------|--------------|--------------------------|------------|
| | Cost | Revaluation | Goodwill on merger | Acc. Dep. | Revaluation Acc. Dep. | net value |
| Land and buildings | 12,546,334 | 2,838,158 | 10,902,241 | (9,186,305) | _ | 17,100,428 |
| Plant and machinery | 17,043,320 | 53,669,641 | 6,455,711 | (31,103,279) | (35,940,455) | 10,124,938 |
| Industrial and commercial equipment | 1,679,945 | 3,999 | • | (1,512,503) | - | 171,441 |
| Other assets | | | | | | |
| - internal transport | 148,321 | _ | | (34,265) | | 114,05 |
| - platforms | 45,551 | - | | (10,123) | | 35,42 |
| - furniture and EDP | 1,112,401 | - | - | (864,880) | _ | 247,52 |
| - automobiles | 413,626 | | _ | (385,308) | _ | 28,31 |
| - assets with value less than Lire 1 million | 11,883 | | - | (11,883) | | |
| Assets in construction and advances | 27,609 | | | | - | 27,60 |
| TOTAL | 33,028,990 | 56,511,798 | 17,357,952 | (43,108,546) | (35,940,455) | 27,849,73 |

| Movements in the year | | | | | | | | |
|--|--------------|-------------------------------|-----------|--------------------------|-----------------------------------|--------------------------|---------------|------------|
| | Acquisitions | Transfer (1) / corrections | Disposals | Utilisation Acc. Dep. | Revaluation historical cost | Revaluation Acc. Dep. | Depreciation | net value |
| Land and buildings | 358,004 | - | | <u> </u> | 0 | _ | (742,841). | 16,715,592 |
| Plant and machinery | 1,559,967 | + | (151,102) | 134,063 | 0 | o | (3,259,359) | 8,408,507 |
| Industrial and commercial equipment | 156,612 | 0 | (3,202) | 3,202 | | _ | (98,887) | 229,166 |
| Other assets | | | | · | | | | |
| - internal transport | 121,575 | 0 | (67,993) | 67,993 | | C | (57,287) | 178,343 |
| - platforms | 50,000 | 0 | 0 | 0 | (|) (| (15,123) | 70,306 |
| - furniture and EDP | 70,478 | 0 | (3,321) | 3,321 | | | (76,436) | 241,564 |
| - automobiles | 57,038 | 0 | (35,636) | 35,636 | | | (26,172) | 59,183 |
| - assets with value less than Lire 1 million | 36,416 | _ | | | | | (36,416) | 0 |
| Assets in construction and advances | 55,086 | | (2,300) | | | | - 0 | 80,395 |
| TOTAL | 2,465,176 | 0 | (263,554) | 244,215 | i | | - (4,312,521) | 25,983,056 |

| FINANCIAL ASSETS | Compo | sition previo | us year | Initial | М | Iovements in the year | | Final |
|----------------------------|-----------|---------------|------------|-----------|----------------------------|-----------------------|-----------------------------------|-----------|
| | Cost | Revaluation | Write-down | net value | Acquisition / Increases | Disposals | Revaluation s (write- down) | net value |
| 1) Participations in: | | | | | | | | |
| a) in subsidiary companies | | | | | | | | |
| Faci Asia Pacific | 1,490,950 | | | 1,490,950 | 0 | | - 0 | 1,490,950 |
| b) in associated companies | | | | | <u> </u> | | | |
| Futura S.r.l. | 526,786 | | | 526,786 | | | | 526,786 |
| Reinco Ca | 668,889 | | | 668,889 | | | - | 668,889 |
| Productos Metalest | 2,602,199 | | | 2,602,199 | 0 | | | 2,602,199 |
| 2) Receivables: | | | | ļ | - | | | ļ |

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| b) associated companies | | | | | |
|-------------------------|-----------|-------------|-------|-----------|-----------|
| Productos Metalest | | - 1,215,000 | 0 | (270,000) | - 945,000 |
| d) other companies | · | | | | |
| Cifrachim | | 0 | 8,000 | | - 8,000 |
| Total financial assets | 5,288,824 | 6,503,824 | 0 | | 6,241,824 |

Intangible assets

The composition of intangible assets other than set-up and expansion costs and research and development are as follows:

- the concession, licenses, trade marks and similar relate to production technology acquired in previous years and application software;
- the goodwill derives from the acquisition of the English branch and is amortised over five years;
- other intangible assets relate principally to charges sustained for finance leasing contracts relating to industrial buildings. These charges are amortized based on the duration of the contract.

Tangible assets

They are recorded at purchase price, increased due to revaluations in previous years. The increases in the year are valued at cost.

Up until the year 1995 tangible assets were depreciated on a straight-line basis based on the maximum rates allowed by fiscal regulations. In 1997 the company commissioned external experts to carry out a study on the residual economic-technical life and the realisable value of some tangible assets as at December 31, 1996.

As a consequence, commencing from 1996 the company amortised tangible assets based on rates considered representative of the economic-technical residual life of the assets. The principal rates used by category of assets are as follows:

| CATEGORIES | Minimum | Maximum |
|----------------------------------|---------|---------|
| | _quota_ | quota |
| - Land and buildings | 2.18% | 2.91% |
| - Plant and machinery | 1.% | 5.8% |
| - Industrial & commercial equip. | 1.% | 25.% |
| - Furniture & EDP | 4.% | 20.% |
| - Automobiles | _25%_ | 25% |

The accumulated depreciation reserve of tangible assets include the additional depreciation made – together with the accelerated depreciation – in 2002 and the previous years based on the maximum rates permitted by fiscal legislation. The depreciation above that based on the economic-technical life of the tangible assets are recorded in the item B.10.b) of the income statement and in the depreciation provision

in the balance sheet. The effect on the net equity and result for the year deriving from the recording in the financial statements of greater depreciation fiscally allowable are shown in the net equity section.

The indications, in accordance with Law no. 72/1983, article 10, of the assets held at December 31, 2002 on which revaluations were made in previous year relating to specific laws are shown in attachment no. 1. The attachments no. 2, 3 and 4 show the assets revalued for the year ended December 31, 2000 in accordance with Law no. 342/2000 article 10-16 and those subject to revaluation for the year ended December 31, 2001 in accordance with article 3 of the Law 448/2001. For each asset revalued details are shown of the increases to the historical values and accumulated reserve due to the revaluation.

The goodwill on merger, allocated in 1996 on several assets based on expert's valuations, obtained partial fiscal deductions in 1997 for Euro 6,317 thousand, against the payment of a substitute tax of 27%.

As indicated in the memorandum account, some of the buildings have been mortgaged in favour of financial institutions.

Finally, in relation to the principal variations during the year, apart from the revaluations, the following movements took place:

- the decreases relate to disposals/scrapping of production plant for Euro 151 thousand (the utilisation of the accumulated depreciation reserve was equal to Euro 134 thousand), disposals of various equipment for Euro 3,202 ((the utilisation of the accumulated depreciation reserve was equal to Euro 3,202), disposals of electronic office machines for Euro 3,321 (the utilisation of the accumulated depreciation reserve was equal to Euro 67,993 (the utilisation of the accumulated depreciation reserve was equal to Euro 67,993) and automobiles for Euro 35,653 (the utilisation of the accumulated depreciation reserve was equal to Euro 35,653).
- the increases relate to the purchase/modernisation of production plant for Euro 1,560 thousand, the enlargement of industrial buildings and electric cabins for Euro 358 thousand, the purchase of internal transport vehicles and automobiles for Euro 178 thousand, the acquisition of furniture and equipment, platform, office machines and other immaterial assets for Euro 314 thousand.

Financial assets

The details of participations in associated and subsidiary companies is shown in point 5) below.

The non-current receivable relates to an interest bearing loan of Euro 945,000 granted to the associated company Productos Metalest. The amount repayable within one year is recorded separately under the account item C II 3 in the Balance Sheet (Receivables from associated companies).

3) SET-UP AND EXPANSION COSTS - RESEARCH, DEVELOPMENT AND ADVERTISING COSTS

The composition of "set-up and expansion costs" and "research, development and advertising costs" are shown in the schedule below:

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| | Historical | Acc. | Net |
|--------------------------------------|------------|----------|-------|
| | cost | Dep. | Value |
| Set-up and expansion costs | | | |
| - Set-up costs | 20,817 | (20,817) | 0 |
| - Expansion costs | 13,472 | (13,472) | o |
| Total | 34,289 | (34,289) | 0 |
| Research and development costs | | | |
| - Research expenses for new products | 10,329 | (10,329) | 0 |
| - Cert. Studies for environment | 13,944 | (11,620) | 2,324 |
| Total | 24,273 | (21,949) | 2,324 |

4) CHANGES IN THE OTHER ASSET AND LIABILITY ITEMS, AND THE PROVISDION FOR EMPLOYEE LEAVING INDEMNITY

Inventory

The item consists of:

| | Dec. 31, 2002 | Dec. 31, 2001 | Difference |
|--|---------------|---------------|------------|
| Raw materials, ancillary and consumables Finished products and goods | 1,499,225 | 1,374,221 | 125,004 |
| - valuation LIFO | 3,542,717 | 3,127,326 | 415,391 |
| - Inventory reserve | (56,782) | 0 | (56,782) |
| | 3,485,935 | 3,127,326 | 358,609 |
| Total | 4,985,160 | 4,501,547 | 483,613 |

Receivable and cash and banks

The item consists of:

| | Dec. 31, 2002 | Dec. 31, 2001 | Difference |
|---|---------------|---------------|------------|
| Trade receivables | | | |
| - Customers | 12,879,139 | 12,909,702 | (30,563) |
| (-) Provision for doubtful debts | (423,802) | (359,294) | (64,508) |
| (-) Provision for interest on receivables | (11,629) | 0 | (11,629) |
| Total | 12,443,708 | 12,550,408 | (106,700) |
| Receivables from subsidiary companies | | | |
| - Trade receivables | 2,218,872 | 1,042,236 | 1,176,636 |
| Total | 2,218,872 | 1,042,236 | 1,176,636 |

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| Receivables from associated companies | | | |
|---------------------------------------|-----------|-----------|-----------|
| - Financial receivables | 515,000 | 518,228 | (3,228) |
| - Trade receivables | 391,921 | 676,219 | (284,298) |
| Total | 906,921 | 1,194,447 | (287,526) |
| Other receivables | | | |
| - From tax authorities | 1,354,118 | 962,772 | 391,346 |
| - Deposits | 61,293 | 65,584 | (4,291) |
| - Advances | 145,156 | 889,617 | (744,461) |
| - Other receivables | 50,334 | 13,835 | 36,499 |
| Total | 1,610,901 | 1,931,808 | (320,907) |
| Cash and banks | | | |
| - Bank and postal accounts | 3,415,209 | 2,165,230 | 1,249,979 |
| - Cash and equivalents | 38,505 | 5,649 | 32,856 |
| - Rounding | 1 | | 1 |
| Total | 3,453,715 | 2,170,879 | 1,282,836 |

Included in receivables from tax authorities are deferred tax assets, net of deferred tax liabilities, for an amount equal to Euro 454,428. The deferred tax asset is due to depreciation and other deductions deferred. The deferred tax liability on the other hand is provided against fiscal charges deferred over a number of years relating to deferred gains for fiscal purposes, state contributions as per Law no. 488/1992 and accelerated depreciation.

Shareholders' equity

It is noted that the accelerated depreciation made for the sole purpose of fiscal benefits available in the current and previous years, recorded as a reduction in the value of the assets, taking into account the fiscal effect, represents a reduction of the net equity of Euro 6,663 thousand and reduction in the profit for the year of Euro 533 thousand.

Following the revaluations made in 2000, in application of article 13 paragraph 1 of Law 342/2000, the company has recorded a reserve in suspension of taxes of Euro 6,667,345. Similarly, following the revaluations made in 2001, the company recorded a reserve in suspension of taxes of Euro 8,539,344 in application of article 3 paragraph 1 of the Law 448/2001.

Both reserves correspond to the amount of the revaluations net of the relative substitution tax. No deferred tax was calculated in relation to these as no utilisation is foreseen.

The movements in the net equity in 2002 relate to the allocation of the result for the previous year, the profit for the current year, and the distribution of dividends of Euro 374,100.

The share premium reserve – amounting to Euro 668,992 and created following the merger by incorporation in 1996, in accordance with article 123, paragraph 4 of the D.P.R. no. 917/1986 – has the following fiscal composition:

- Reserve article 15 paragraph 10 l Law 516/82 for Euro 639,812;
- Share premium reserve Euro 29,180.

The item "other reserves" includes the reserve for accelerated depreciation of Euro 883 thousand, the reserve for grant contributions of Euro 200 thousand and the extraordinary reserve of Euro 517 thousand. With reference to the reserve for grant contributions Law 488/1992, recorded in the net equity on the allocation of the profit for the year, it is noted that this results as a suspension of taxes, as no utilization is expected other than for the covering of losses.

Provision for risks and charges

The composition and movements of provisions other than provision for taxes are as follows:

| | Agent's indemnity | Agent leaving indemnity | Director indemnity | Exchange risks | Total |
|-------------------------|-------------------|-------------------------|--------------------|-------------------|---------|
| Initial balance | 15,093 | 6,242 | 242,477 | 0 | 263,812 |
| Provision (utilisation) | 4,846 | (2,202) | 98,044 | 518,782 | 619,470 |
| Final balance | 19,939 | 4,040 | 340,521 | 518,782 | 883,282 |

Employee leaving indemnity

The employee leaving indemnity is recorded in accordance with current legislation and is applied for all employees. The composition of the item is detailed in the schedule below:

| Description | Blue-collar | White-collar admin. | White-collar technical | Senior management | Total |
|------------------------|-------------|---------------------|------------------------|----------------------|-----------|
| | | | | | |
| - Initial balance | 1,707,588 | 456,032 | 666,012 | 478,698 | 3,308,330 |
| - Transfers | 763 | 146 | 448 | 130 | 1,487 |
| - Provisions * | 197,330 | 62,174 | 106,622 | 63,823 | 429,949 |
| - Contribution law 297 | (33,196) | (7,448) | (10,420) | (9,302) | (60,366) |
| - Utilisation | (90,645) | (35,175) | (112,057) | o | (237,877) |
| - Substitute tax | (5,961) | (1,567) | (2,343) | 0 | (9,871) |
| | | | | | |
| - Final balance | 1,775,879 | 474,162 | 648,262 | 533,349 | 3,431,652 |

Payables

The "payables to banks" consist principally of medium term loans received from Medio Credito for a residual amount of Euro 411,937.39; short term loans received from a number of different banks for Euro 11,506,362 and bank overdrafts for Euro 585,202.89.

The "trade payables" relate to the supply of raw materials and energy, materials for the construction of new plant, accessory costs for selling, costs for plant maintenance and various services.

The "other payables" include payables for salaries and contributions relating to salaries for the month of December, thirteenth month salary, vacation period provision and fourteenth month salary.

The "tax authority payables" are comprised of:

| | Dec. 31, 2002 | Dec. 31, 2001 | Difference |
|----------------------------------|---------------|----------------|-------------|
| Due within one year | | | |
| Direct tax | 100,995 | 668,957 | (567,962) |
| Substitute tax on merger | 0 | 341,125 | (341,125) |
| Taxes relating to previous years | 237,843 | , | 237,843 |
| Substitute tax on revaluation | 1,189,000 | 1,189,000 | o |
| Interest on revaluation | 86,979 | O _. | 86,979 |
| Other withholdings IRPEF | 480,822 | 439,385 | 41,437 |
| Total | 2,095,639 | 2,638,467 | (542,828) |
| Due over one year | | · | |
| Substitute tax on merger | o | o | o |
| Taxes relating to previous years | 224,365 | 0 | 224,365 |
| Substitute tax on revaluation | 667,686 | 1,856,686 | (1,189,000) |
| Total | 892,051 | 1,856,686 | (964,635) |

5) PARTICIPATIONS IN ASSOCIATED AND SUBSIDIARY COMPANIES

The information relating to participations in associated and subsidiary companies required by point 5) of article 2427 of the Civil Code are shown in schedule no. 5 attached to the present notes. The table shows the values in the associated company Productos Metalest S.L. and the controlling interest in Faci Singapore – valued at acquisition cost – are recorded at a value greater than that deriving from the application of the valuation criteria as per article 2426 no. 4 of the civil code (net equity method). However, this difference does not reflect a permanent decrease in the value of the holding, but is justified by the greater value of the participation as goodwill.

The budget for 2003 shows particularly positive results for both companies compared to the results in recent years.

6) RECEIVABLES AND PAYABLES OVER FIVE YEARS AND MORTGAGES GIVEN ON PAYABLES

At the closing date of the financial statements there were no receivables or payables over five years. There are financial payables over 12 months which are shown in the following schedule:



| | Due within | Due over 1 | 2 months | |
|-------------------|------------|----------------|--------------|----------------|
| | 12 months | Within 5 years | Over 5 years | Total |
| RECEIVABLES | 14,974,374 | 0 | 0 | 14,974,374 |
| PAYABLES | | | | |
| From banks | | | | |
| - Loans | 11,506,363 | | | |
| - Bank overdrafts | 585,203 | | | |
| - Mortgages | 102,984 | 308,953 | o | |
| - Other bank debt | 35,611 | | | |
| | 12,230,161 | 308,953 | 0 | 12,539,114 |

In relation to mortgages given on payables it should be noted that at the end of the year there were residual mortgages with Medio Credito Centrale (in compliance with article 7 of Law 49 of February 26, 1987) for a total of Euro 412 thousand and duration until 2006 in relation to the building at Carasco for a total of Euro 1,746 thousand.

7) COMPOSITION OF PREPAYMENTS AND ACCRUALS AND OTHER RESERVES

The information required by point 7) of article 2427 of the Civil Code are shown below:

| | | Dec. 31, 2002 |
|---------------------------------------|--------|---------------|
| Prepayments | | |
| Leasing payments San Benigno | | 8,247 |
| Leasing payments San Colombano | | 7,930 |
| Leasing payments automobiles | | 967 |
| Other prepayments | | 31,840 |
| Roundings | | (1) |
| Total | | 48,983 |
| Deferred income | · | |
| Grant law no. 488/2 | | 80,309 |
| - of which: relative to next year | 36,632 | |
| - of which: relative to over one year | 43,677 | |
| Total | | 80,309 |
| Accruals | | |
| Lease payments | | 6,142 |
| Interest payables | | 1,136 |
| Other | | 2,122 |
| Total | | 9,400 |



In relation to accruals the company received two contributions as per Law no. 488/1992. The first contribution relates to the five-year period 1997/2001 and accrued over the residual years in which the company derives benefits. The second is deferred over the eight year period 1997/2004. The accrual in this case is also made over the years in which the benefit derives.

8) FINANCIAL CHARGES RECORDED IN THE ASSETS

In accordance with no. 8) of article 2427 of the civil code no financial charges were recorded in the assets in the balance sheet.

9) COMPOSITION AND NATURE OF THE MEMORANDUM ACCOUNT

In accordance with point no. 9) of article 2427 of the civil code below is shown the following information relating to the memorandum account:

- the item "mortgages on company buildings" equal to Euro 1,746 thousand as already noted at point 6) relate to mortgages on the building at Carasco against three loans made in the years 1987, 1991 and 1996;
- the item "lease payments to be made", equal to Euro 214 thousand, represents the lease payments due at the balance sheet date.
- The item "guarantee to subsidiary" relates to a guarantee given on loans granted to the subsidiary.

10) GEOGRAPHICAL DIVISION OF THE REVENUES

Below are shown the division of revenues by geographical area. No division has been made by activity, as this is not considered significant.

| GEOGRAPHICAL AREA | Dec. 31, 2002 |
|------------------------|---------------|
| · | |
| - ITALY | 13,722,840 |
| - OTHER EUROPEAN UNION | 30,831,960 |
| - EASTERN EUROPE | 1,648,630 |
| - FAR EAST | 5,921,551 |
| - AMERICA | 4,646,663 |
| - AFRICA | 334,045 |
| - OTHER COUNTRIES | 154,085 |
| | |
| TOTAL | 57,259,775 |

11) INCOME FROM PARTICIPATIONS OTHER THAN DIVIDENDS

In accordance with no. 11) of article 2427 of the Civil code the company has not received income other than dividends, except for the tax credit on the dividend distributed by the associated company Futura s.r.l.



12) INTEREST AND OTHER FINANCIAL CHARGES

The interest and other financial charges recorded in item C. 17) of the income statement are as follows:

| | Dec. 31, 2002 | Dec. 31, 2001 | Difference |
|---|---------------|---------------|------------|
| From others | | | |
| On bank payables | | | |
| - Interest on short term payables | 562,004 | 696,826 | (134,822) |
| - Interest on medium/long term payables | 12,978 | 15,892 | (2,914) |
| Others | | | |
| - Foreign exchange losses | 281,955 | 71,101 | 210,854 |
| - Provision for foreign exchange losses | 518,782 | o | 518,782 |
| - Other interest payable | 41,788 | 18,133 | 23,655 |
| - Foreign exchange losses UK | 8073 | o | 8,073 |
| - Rounding | 0 | 1 | (1) |
| Total | 1,425,580 | 801,953 | 623,627 |

13) EXTRAORDINARY INCOME AND CHARGES

In accordance with no. 13) of article 2427 of the civil code no extraordinary income was received in the year.

The extraordinary charges amounted to Euro 590,194 and relate for Euro 462,208 to costs as a consequence of adherence to the fiscal amnesty as per law 289/2002 and for Euro 127,986 minor items.

14) ADJUSTMENT TO VALUES EXCLUSIVELY FOR FISCAL PURPOSES

In accordance with no. 14) of article 2427 of the civil code it is noted – as already mentioned above – that accelerated depreciation has been applied to some tangible assets above those economic-technical in order to benefit from fiscal allowances; the amount of this depreciation was directly deducted from the assets and recorded in the item no. 10 letter b) of the income statement.

15) AVERAGE NUMBER OF EMPLOYEES BY CATEGORY

The information as required by point 15) article 2427 of the civil code is shown below:

| Category | Average in 2.002 | Average in 2.001 |
|---------------------------------------|------------------------|------------------------|
| - Senior management - White-collar | 6 | 648 50 |
| - Blue-collar | 103 | 106 |
| TOTAL | 157 | 160 |

16) REMUNERATION OF DIRECTORS AND STATUTORY AUDITORS

The relative remuneration of directors and statutory auditors are shown below.

| CATEGORY | NUMBER | REMUNER. | REMUNER. |
|----------------------|--------|---------------|---------------|
| | | Dec. 31, 2002 | Dec. 31, 2001 |
| - Directors | 6 | 653,628 | 653,628 |
| - Statutory Auditors | 3 | 25,813 | 26,024 |
| Total | | 679,441 | 679,652 |

17) NUMBER, NOMINAL VALUE AND CATEGORY OF SHARES

The share capital is comprised of 18,705,000 ordinary shares with a nominal value of Euro 0.52 each.

18) NUMBER, VALUE AND DEFERRED SHARES, CONVERTIBLE BONDS AND SIMILAR SHARES

It is noted that there are no deferred shares, convertible bonds or similar shares.

For the Board of Directors

(Ing. Franco Rossi

SCHEDULE N. 1: REVALUATIONS AS PER ARTICLE 10 LAW 19.3.83 N. 72

| | HISTORI | HISTORICAL COST | LAW | LAW | LAW | MYT | REVALUATION | FIN. STAT. |
|--|--------------------------------------|----------------------------------|-------------------------|--|-------------------------|---------------------------|---------------------|---------------------------------------|
| ASSET | NOT REV. | REVALUED (2) | 11/2/52 N. 74 (3) | 11/2/52 2/12/75 N. 74 N. 576 (3) (4) | 19/3/83 N. 72 (5) | 30/12/91 N. 413 (6) | ON MERGER (7) | VALUE 1+2+3+4+5+6+7 |
| Land and buildings Plant and machinery Industrial & commercial equipment | 8.229.971 68.901.475 1.728.258 | 6.213.367 2.603.637 24.869 | | | 494.495 | 1.299.158 | 10.902.241 | 26.644.737 78.455.318 1.757.126 |
| TOTAL | 78.859.704 | 8.841.873 | _ | - | 498.494 | 1.299.158 | 17.357.952 | 106.857.181 |



SCHEDULE N. 2: REVALUATIONS AS PER ARTICLE 10-16 LAW 342/2000

| ASSET | HIS. COST | ACC, DEP. | REV. L. 342/2000 | REV. L. 342/2000 | HIS. COST | ACC. DEP. |
|--|--------------|--------------|------------------|------------------|---------------|---------------|
| | NOT REVALUED | NOT REVALUED | HIS. COST | ACC. DEP | AT 31/12/2002 | AT 31/12/2002 |
| | | | | | | |
| Plant prod. & distri. thermal energy | 1.767.333 | 1.274.489 | 4,330.700 | 3.703.205 | 6.098.033 | 5.605.189 |
| Plant prod. & distri. electric energy | 940.841 | 940.197 | 630.274 | 460.876 | 1.571.115 | 1.570.471 |
| Plant distri. Nitrogen compressed air | 83.180 | 38.380 | 145.460 | 99.495 | 228.640 | 183.840 |
| Plant grease depuration and filtration | 276.106 | 249.049 | 825.789 | 734.893 | 1.101.895 | 1.074.838 |
| Plant hydrogenation | 1.320.831 | 1.134.315 | 3.708.131 | 3.205.102 | 5.028.962 | 4.842.446 |
| Plant discontinuous scission | 1.231.295 | 1.137.208 | 3.711.802 | 3.236.145 | 4.943.097 | 4.849.010 |
| Plant continuous scission | 631.541 | 274.317 | 617.857 | 344.135 | 1.249.398 | 892.174 |
| Plant glycerine processing | 321.299 | 144.792 | 1.491.893 | 1.266.201 | 1.813.192 | 1.636.685 |
| Plant stearine distillation | 494.479 | 182.288 | 2.830.155 | 2.426.803 | 3.324.634 | 3.012.443 |
| Plant distillation acid grease | 1.260.742 | 893.062 | 2.167.213 | 1.726.159 | 3.427.955 | 3.060,275 |
| Plant stearate direct | 4.009.776 | 2.761.063 | 9.437.442 | 8.313.116 | 13.447.218 | 12.198.505 |
| Plant stearate direct type L | 131.066 | 999.99 | 208.452 | 145.961 | 339.518 | 275.118 |
| Plant stearate for filtration | 697.824 | 538.630 | 1.513.212 | 1.249.303 | 2.211.036 | 2.051.842 |
| Plant stearate in suspension | 238.587 | 60.580 | 1.552.797 | 1.329.688 | 1.791.384 | 1.613.377 |
| Plant production ethylene | 818.096 | 681.407 | 1.703.332 | 1.468.344 | 2.521.428 | 2.384.739 |
| Plant production monoglyceride | 464.890 | 297.590 | 950.214 | 776.168 | 1.415.104 | 1.247.804 |
| Plant external production | 929.997 | 317.724 | 308.168 | 124.310 | 1.238.165 | 625.892 |
| Plant production epoxide | 1.160.697 | 747.383 | 1.963.232 | 1.529.408 | 3.123.929 | 2.710.615 |
| Reservoir | 3.792.968 | 2.678.539 | 10.081.139 | 8.892.772 | 13.874.107 | 12.759.678 |
| Plant packaging | 3.079.842 | 1.942.342 | 3.638.171 | 2.764.326 | 6.718.013 | 5.580.513 |
| Plant water treatment | 560.558 | 382.058 | 1.053.902 | 888.119 | 1.614.460 | 1.435.960 |
| Boiler | 65.021 | 33.933 | 244.853 | 206.118 | 309.874 | 278.786 |
| Fire protection equipment | 907.474 | 185.274 | 46.200 | 44.134 | 953.674 | 231.474 |
| Plant production acid dimmer | 58.496 | 13.336 | 7.739 | 2.058 | 66.235 | 21.075 |
| | 25.242.939 | 16.974.622 | 53.168.127 | 44.936.839 | 78.411.066 | 70.142.749 |

M

SCHEDULE N. 3: REVALUATION BUILDINGS AS PER ARTICLE 3 PARAGRAPH 1-3 LAW 448/2001

| 4 EC. | HIS. COST | ACC. DEP. | REV. L. 448/2001 | INCR. COSTS | DEPRECIATION | HIS. COST | ACC, DEP. |
|---------------------------|--------------|--------------|------------------|-------------|--------------|---------------|------------------|
| NOI M | NOT REVALUED | NOT REVALUED | HIS. COST | YEAR 2002 | YEAR 2002 | AL 31/12/2002 | AT DEC. 31, 2002 |
| | | | | | | | |
| Building ex GARIBALDI | 3.739.497 | 1.366.511 | 88.000 | 28.839 | 97.615 | 3.856.337 | 1.464.126 |
| Building SAN BENIGNO | 2.031.631 | 917.547 | 1.409.000 | 0 | 111.740 | 3.440.631 | 1.029.287 |
| Building CORTE LAMBRUSCH. | 422.635 | 175.393 | 42.000 | 0 | 23.245 | 464.635 | 198.638 |
| | | | | | | | |
| | 6.193.763 | 2.459.451 | 1.539.000 | 28.839 | 232.600 | 7.761.603 | 2.692.051 |



SCHEDULE N. 4: REVALUATIONS OF PLANT AS PER ARTICLE 3 PARAGRAPH 1-3 LAW 448/2001

| ASSET | HIS. COST | REVAL. | DISPOSALS | ACC, DEP. | REVAL. | TOTAL REV. | UTIL. RESERVE | ACQUISITION | AMORT. | RESID. VALUE |
|--|------------------|-----------|-----------|------------------|-----------|--------------|---------------|-------------|-----------|---------------|
| | AT DEC. 31, 2001 | HIS. COST | YEAR 2002 | AT DEC. 31, 2001 | ACC. DEP. | LAW 448/2001 | YEAR 2002 | YEAR2002 | YEAR 2002 | DEC. 31, 2002 |
| Dhat wood & dicted thousand enemy | 5 003 500 | - | | 007 707 9 | 245 400 | 772 | | 404 | 7000 | 270 |
| The proof of the p | 0000000 | > 6 | | 3.404.023 | 004.040 | 004:040 | | 200-101 | 200.301 | 472.043 |
| Plant prod. & distri. electric energy | 1.586.214 | 0 | 15.099 | 1.493.494 | 173.600 | 173.600 | 14.121 | 0 | 91.098 | 644 |
| Plant distri. Nitrogen compressed air | 228.640 | 0 | | 168.751 | 44.800 | 44.800 | | 0 | 15.089 | 44.800 |
| Plant grease depuration and filtration | 1.098.709 | 0 | | 1.026.153 | 121.100 | 121.100 | | 3.186 | 48.685 | 27.057 |
| Plant hydrogenation | 5.028.962 | 0 | | 4.692.454 | 486.500 | 486.500 | | 0 | 149.992 | 186.516 |
| Plant discontinuous scission | 4.943.097 | 0 | | 4.666.263 | 457.100 | 457.100 | | 0 | 182.747 | 94.087 |
| Plant continuous scission | 1.249.398 | 0 | | 736.000 | 241.500 | 241.500 | | 0 | 156.175 | 357.223 |
| Plant glycerine processing | 1.813.192 | 0 | | 1.612.959 | 216.300 | 216.300 | | 0 | 23.726 | 176.507 |
| Plant stearine distillation | 3.258.463 | 0 | | 2.939.780 | 389.900 | 389.900 | | 66.171 | 72.663 | 312.191 |
| Plant distillation acid grease | 3.427.955 | 0 | | 2.934.455 | 493.500 | 493.500 | | 0 | 125.820 | 367.680 |
| Plant stearate direct | 13.136.254 | 0 | 20.781 | 11.767.754 | 1.368.500 | 1.368.500 | 18.616 | 331.745 | 449.368 | 1.248.713 |
| Plant stearate direct type L | 339.518 | 0 | | 258.215 | 64.400 | 64.400 | | 0 | 16.904 | 64.400 |
| Plant stearate for filtration | 2.322.193 | 0 | 111.156 | 2.039.393 | 282.800 | 282.800 | 97.620 | 0 | 110.068 | 159.196 |
| Plant stearate in suspension | 1.791.384 | 0 | | 1.592.026 | 214.200 | 214.200 | | 0 | 21.351 | 178.007 |
| Plant production ethylene | 2.430.590 | 0 | | 2.291.203 | 228.900 | 228.900 | | 90.838 | 93.536 | 136.689 |
| Plant production monoglyceride | 1.412.450 | 0 | | 1.245.150 | 167.300 | 167.300 | | 2.654 | 2.654 | 167.300 |
| Plant external production | 1.122.872 | 0 | | 471.121 | 184.800 | 184.800 | · | 115.293 | 154.771 | 612.273 |
| Plant production epoxide | 3.104.929 | 0 | | 2.608.629 | 496.300 | 496.300 | | 19.000 | 101.986 | 413.314 |
| Reservoir | 13.651.905 | 0 | 4.066 | 12.444.258 | 1.221.500 | 1.221.500 | 3.706 | 226.267 | 319.126 | 1.114.429 |
| Plant packaging | 6.292.688 | 0 | | 4.812.737 | 1.137.500 | 1.137.500 | | 425.325 | 767.776 | 1.137.500 |
| Plant water treatment | 1.610.016 | 0 | | 1.431.516 | 178.500 | 178.500 | | 4.444 | 4.444 | 178.500 |
| Boiler | 309.874 | 0 | | 275.780 | 37.100 | 37.100 | | 0 | 3.006 | 31.088 |
| Water distribution plant | 43.793 | 3.158 | | 5.474 | 2.442 | 2.600 | | 458 | 5.531 | 33.246 |
| Fire protection equipment | 905.841 | 3.859 | | 112.748 | 135.441 | 139.300 | | 47.833 | 118.727 | 722.199 |
| Plant production acid dimer | 66.235 | Φ | | 12.795 | 7.000 | 7.000 | | 0 | 8.279 | 45.161 |
| | 77.168.672 | 7.017 | 151.102 | 67.043.737 | 8.996.383 | 9.003.400 | 134.063 | 1.437.746 | 3.244.083 | 8.301.563 |



SCHEDULE N. 5: PARTICIPATIONS IN ASSOCIATED AND SUBSIDIARY COMPANIES

| Name | Head | Share capital | Net | Result for year | % | Cost in Fin stat(A) | Cost in Percent Fin stat(A) net equity(B) | Difference (A-B) |
|--------------------------------------|----------------------|------------------|-----------|--------------------|------|------------------------|--|---------------------|
| FACI ASIA PACIFIC PTE L'ID Singapore | Singapore | 1.923.183 | 1.215.636 | 103.010 | 100% | 1.490.950 | 1.215.636 | 275.314 |
| PRODUCTOS METALEST SL Spain | Spain | 2.985.818 | 4.289.320 | 123.846 | 20% | 2.602.199 | 2.144.660 | 457.539 |
| REINCO Ca | Venezuela | 64.610 | 3.220.696 | 40.767 | 41% | 668.889 | 1.320.485 | (651.596) |
| FUTURA SRL | Piazza Vittoria 8/20 | 520.000 | 1.809.073 | 259.263 | 20% | 526.786 | 904.537 | (377.751) |
| | Genoa | | | | | | | |

Values in Euro