#### ESTRICTAMENTE PRIVADO Y CONFIDENCIAL



# **Growing with the Wind**





- The Iberdrola Transaction
- Gamesa's Strategic Activities
- The Wind Industry. Present and Future
- Gamesa Energía
- Gamesa Eólica
- Gamesa Servicios
- Financial Forecast



#### The Iberdrola Transaction



# The Iberdrola Transaction Sale of Windfarms as a Recurrent Business

- Within the Guidelines of the 2002-2004 Strategic Plan the Sale of Windfarms as a Recurrent Business was settled, since:
  - Gamesa creates Value in the Development Phase
  - Significant Gains are generated
  - Leverage is reduced (cash in plus deconsolidated debt)
  - It Generates Cross Selling opportunities for Gamesa Eólica



# The Iberdrola Transaction Typical Structure of a Windfarm Sale

- Investment : EUR 0.9 1.0 MM per MW
- Financial Structure (Each Windfarm = One SPV) :
  - 80% Bank Debt (Project Finance non recourse to the shareholder)
  - 10% Subordinated Debt
  - 10% Equity
- Sale of windfarms: GAMESA sells the shares of each SPV (Windfarm)
- Accounting:
  - Revenues = Capital Gain on the sale (Equity Value sold Book value (initial investment + existing reserves))
  - Costs = 0
  - EBITDA = Revenues = Net Income (no depreciation, no financials, no tax)
  - Net Income is increased by the reverse adjustment of intercompany sales (G. Eólica and G. Servicios to G. Energía)
- Cash Flow
  - Cash in = Equity Value + Subordinated Debt
  - Debt Reduction = Cash in + PFI Debt (deconsolidated from SPV)

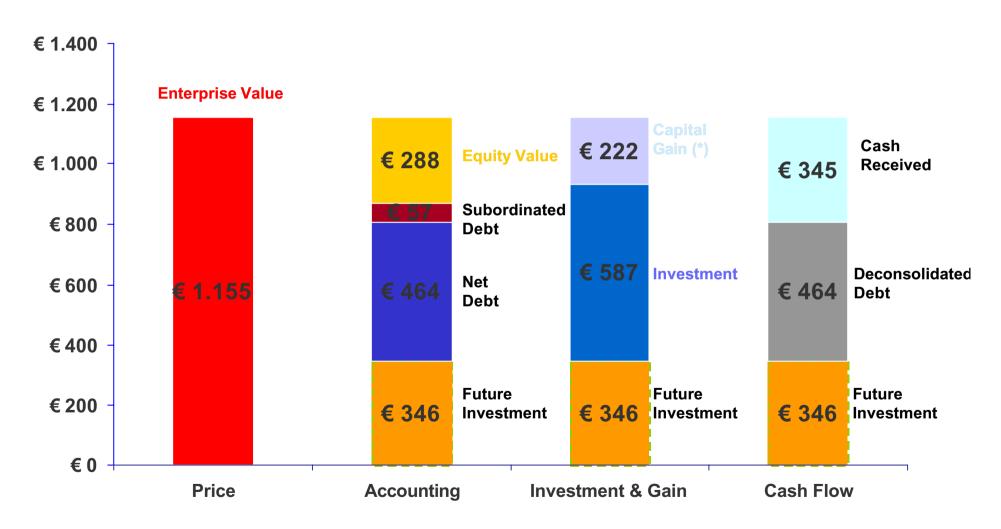


#### **Main Details**

- The transaction splits in 3 different steps:
- Step 1. Sale of 982 MW
- Step 2. Frame Agreement for 1,100 MW of WTG
- Step 3. Agreement for Codevelopment in Certain Regions



## Step 1. Sale of 982 MW



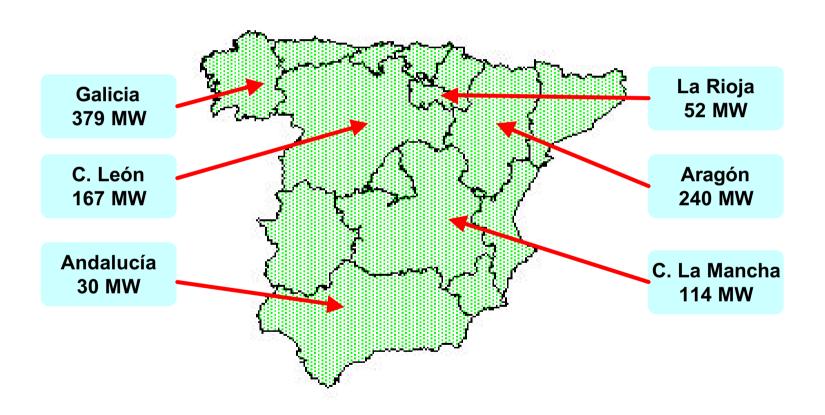
- (\*) Final Price depending on final performance of future windfarm
- (\*) Reverse adjustment of Eur 18 MM of intercompany sales not included



### Step 1. Sale of 982 MW

1

Location of Windfarms: Spain (mainly Galicia and Aragón)





## Step 2. Frame Agreement for 1,100 MW of WTG

- WTG for other Iberdrola Windfarms
- **Estimated deliveries**

Iberdrola - Gamesa Eólica Frame Agreement						
WTG Deliveries	VTG Deliveries 2003 2004 2005 2006					
MW	500	300	150	150		

Location of windfarms: Spain



#### **Step 3. Codevelopment Agreement**

- Shareholder Structure:
  - 60% Iberdrola / 40% Gamesa
- International Codevelopment:
  - France, Benelux, UK, Ireland, other
- Domestic Codevelopment:
  - 📔 Iberdrola Regions (C. La Mancha, C. León, La Rioja)
- Important sinergies in development (increased success ratio)
- Ensurance of WTG sales
- Possibility to sell stakes once installed

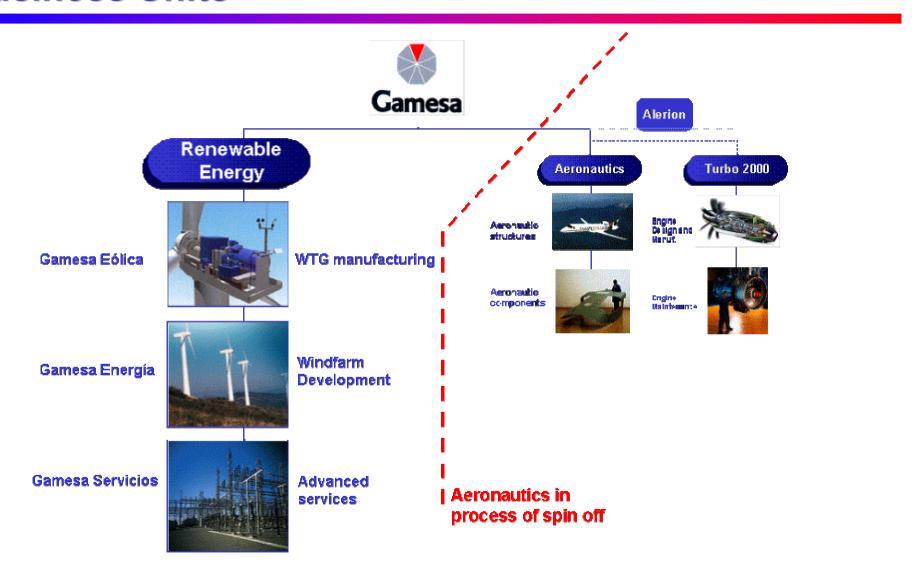


# **■ Gamesa's Strategic Activities**



# **Gamesa's Strategic Activities**

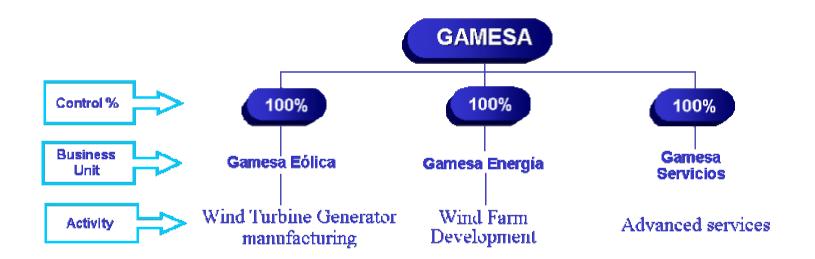
#### **Business Units**





# Gamesa's Strategic Activities Renewable Energy. Business Units

Gamesa operates in the renewable energy business, mainly wind power, through three operating units



Gamesa is involved in the entire wind power cycle

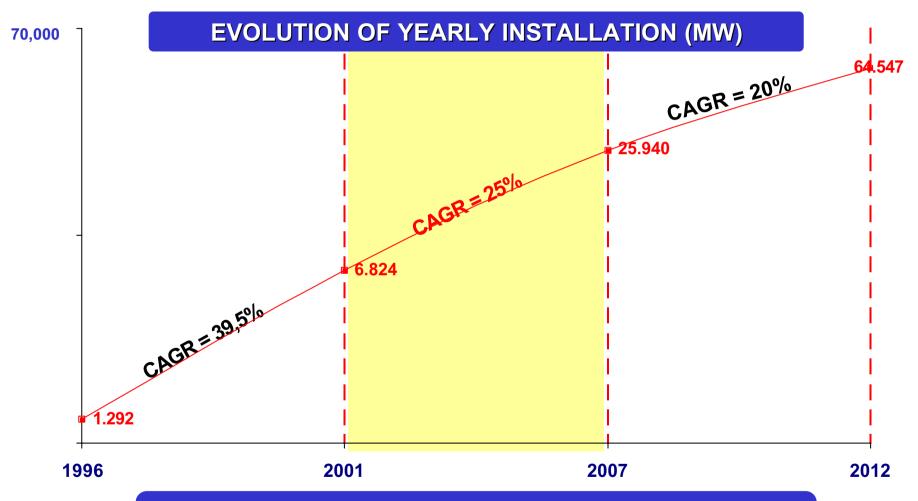


The Wind Industry. Present and Future



# The Wind Industry. Present and Future

#### **Past and Future Growth**



THE WIND INDUSTRY: THE INDUSTRIAL ACTIVITY OF HIGHEST GROWTH SHORT AND LONG TERM



# The Wind Industry. Present and Future

## **Market Distribution 2001-2005**

Area	1	2001	2002	2003	2004	2005
5 OF CD	MW	4.527	5.330	6.277	7.363	8.600
Europe OECD	%	66%	63%	59%	55%	52%
LICA / Compade	MW	1.745	2.142	2.639	3.249	4.000
USA / Canada	%	26%	25%	25%	24%	24%
OFOD Desirie	MW	41	115	224	380	600
OECD Pacific	%	1%	1%	2%	3%	4%
Acia	MW	511	708	974	1.329	1.800
Asia	%	7%	8%	9%	10%	11%
Rest of the	MW	0	205	512	960	1.600
World	%	0%	2%	5%	7%	10%
Total	MW	6.824	8.500	10.625	13.281	16.600
? %			25%	25%	25%	25%

Source: Wind Force 12 and Company Estimates



# **■ Gamesa Energía**



# Gamesa's Strategic Activities Gamesa Energía. Windfarm Development & Sale

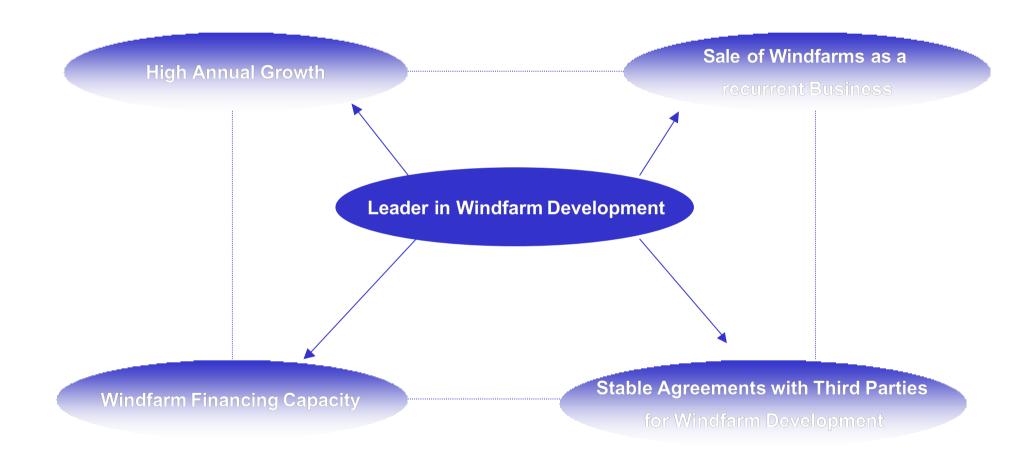
The Windfarm's Lifecycle

Phase	Development		Installation		Generation	
Timeframe	3 to 4 Years		6 to 9 Months		20 + Years	
Actions	Site Screening	Wind Measurement	Permissions	Civil Works	WTG Installation	Windfarm runs without further investment,
Timeframe	6 Months	2 Years	1 Year	4 Months	2 to 5 Months	maintanance contract signed with any services company(i.e. Gamesa Servicios)
				ΛE		

Gamesa Energía develops and sells windfarms once these are installed in order to maximise value creation.



# **Gamesa Energía Strategic Directives**





# Gamesa Energía



# **Windfarm Development Leadership**





Country	Total Potential MW	Validated Speeds	Grid Conexion Rights	Working as of 31-12-02
Spain	6,680	4,535	2,243	803
Portugal	1,192	1,152	158	-
Italy	2,984	736	1,200	-
Greece	967	275	212	-
France	1,030	•	•	-
Brazil	573	140	•	-
Dominican Rep.	90	90	90	-
USA	780	50	50	-
Australia	450	•	•	-
Other	400	20	20	-
Total	15,146	6,998	3,973	803

Note: 982 MW sold to Iberdrola included



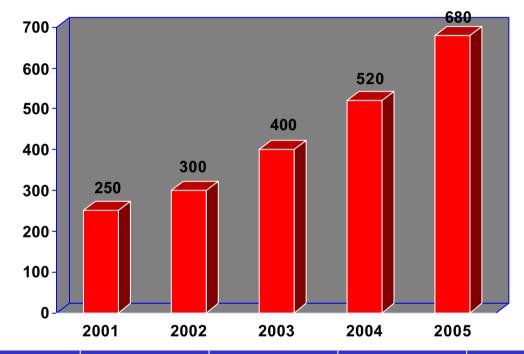
# Gamesa Energía

# **High Annual Growth**





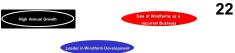




Developed MW	2001	2002	2003	2004	2005
Spain	250	300	300	300	350
<b>International Markets</b>	-	-	100	220	330
Developed MW	250	300	400	<b>520</b>	680
Total Developed MW	503	803	1,203	1,723	2,403



# Gamesa Energía



#### Sale of Windfarms as a Recurrent Business







### Windfarm recurrent selling criteria: Windfarms developed in year t are sold in year t+1

Figures in MW	2001	2002	2003	2004	2005
Developed Windfarms	250	300	400	520	680
Windfarm Sale(*)					
- Extraordinary	-	220	-	-	_
- Recurrent	-	232	300	400	520
Total Sold Windfarms	-	452	300	400	520
Windfarms owned by Gamesa	503(**)	300	400	<b>520</b>	680

<sup>(\*)</sup> Potential slide of sales possible

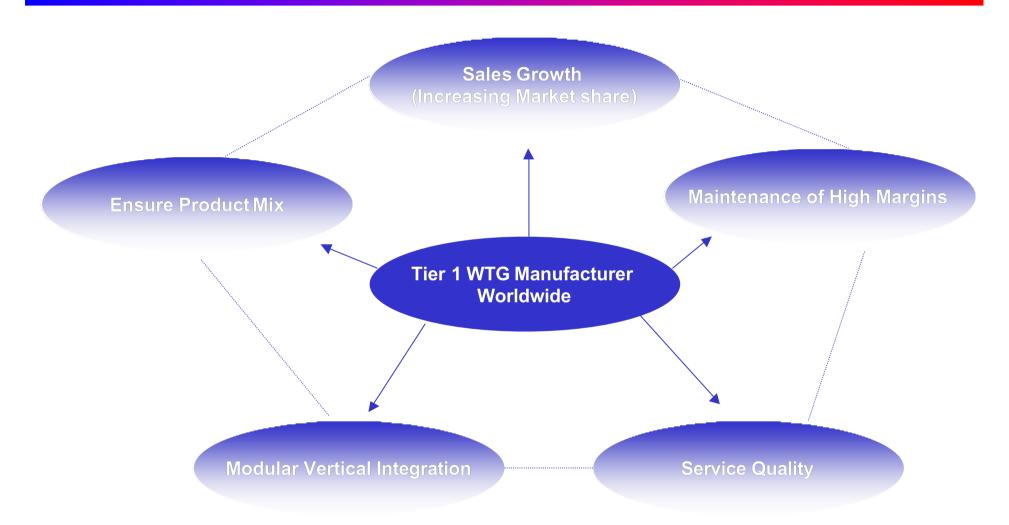


<sup>(\*\*) 452</sup> MW attributable to Gamesa

### ■ Gamesa Eólica

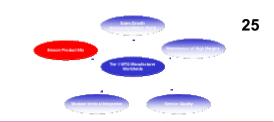


# **Gamesa Eólica** Strategy





# Gamesa Eólica Ensure Product Mix



Decide of Torre	WTO Name	la stella d Danna	Delivered Units
Product Type	roduct Type WTG Name Installed Power		(since start)
	G-47	660 Kw	2,623
Under 1 MW	G-52	850 kW	590
	G-58	850 kW	182
	G-80	1,500 kW	1st Unit March 2003
Multi MW	G-80	2,000 kW	2
	G-90	2,000 kW	1st Unit Dec 2003

Delivered Units as of August 2002

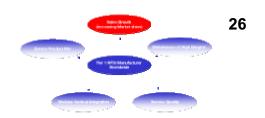
#### ■ Develop R&D Programme to:

- Proposition 

  Optimise Design of Current WTG
- Improve Efficiency of Current WTG
- Design new concepts of Key components
- ▶ Design New Generation of WTG



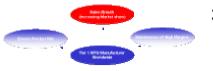
# **Gamesa Eólica Sales Growth (Increase Market Share)**



	CLIENT PORTFOLIO (MW)							
CLIENT	Total	Pending As of 31-12-02	2002	2003	2004	2005		
GAMESA	-	1,600	300	400	520	680		
CESA	1,000	927	73	150	150	150		
EHN	1,416	650	332	250	300	100		
IBERDROLA	1,510	1,180	64	500	300	230		
TOTAL MW (Firm Agreement)	-	4,357	769	1,300	1,270	1,160		
Other Clients	-	-	181	400	600	975		
Total Potential			950	1,700	1,870	2,135		
GAP			-	+ 400	+ 180	-		
Budget (MW)			950	1,300	1,690	2,135		
Market Share			11%	12%	13%	13%		



## Gamesa Eólica



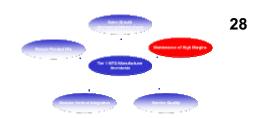
#### Sales Growth (Increase Market Share). Sales by Country

Area	l	2001	2002	2003	2004	2005
CDAIN	MW	729	935	1,040	1,100	975
SPAIN	%	99%	98.4%	80%	65.1%	45.6%
REST OF	MW	6	15	100	200	420
EUROPE	%	1%	1.6%	7.7%	11.8%	19.7%
LICA / CANADA	MW	-	-	86	240	450
USA / CANADA	%	-	-	6.6%	14.2%	21.1%
OFOR RACIFIC	MW	-	-	54	80	110
OECD PACIFIC	%	-	-	4.2%	4.7%	5.2%
ACIA	MW	-	-	20	60	130
ASIA	%	-	-	1.5%	3.5%	6.1%
REST OF THE	MW	-	-	-	10	50
WORLD	%	-	-	-	0.6%	2.3%
Total	MW	735	950	1,300	1,690	2,135



### Gamesa Eólica

## **Maintenance of High Margins**



Maintenance of Margins and Profitability above Competitors

**Advantages** 



**Challenges** 

- Royalty disappears
- Higher Prices Outside Spain
- Modular Vertical Integration
- Production Continuity (Visibility)
- Substantial Growth in Revenues

- Transportation Costs
- New Commercial Network
- Increase in R&D
- Increase in Capacity (Capex)

WTG Manufacturing Margins							
Ratio	2001 2002 (*) 2003 (*) 2004 2005						
EBITDA / Sales	18 %	20 %	20 %	19 %	19 %		
Net Income / Sales	9 %	10 %	10%	9 %	9 %		

(\*) Margins for 2002 and 2003 do not include royalties.



# Gamesa Eólica **Service Quality**



- Join the Expertise accumulated at Gamesa Eólica and Servicios in order to:
  - **Improve Client Service**
  - Improve WTG and Windfarm availability
- **Develop a Global Service Network through:** 
  - Own Network in Key Markets (USA and Europe)
  - Agreements in other Markets (Australia, Japan, ...)

Avg. Historical Availability > 98%



# **Gamesa's Strategic Activities**



Gamesa Eólica. Modular Vertical Integration



		W	TG Component			
Activity	Blades	Control Software	Gearbox	Generator & Power Electronics	Tower	
Design of WTG	100% in House	100% in House	30% in House	100% outsourced	30% in House	
				Exclusive frame agreement		
Manufacturing of WTG	100% in House	100% in House	30% in House	100% outsourced	30% in House	
Assembly & Construction	100% in House					
Maintenance of WTG		1	00% in House			



#### **■ Gamesa Servicios**



# **Gamesa Servicios Strategic Guidelines**

- Generate Sinergies in the Sale of WTG offering added value to the customers through turnkey projects
- Improve knowledge about WTG behaviour in Real Conditions
- Concentrate in Renewable Energies

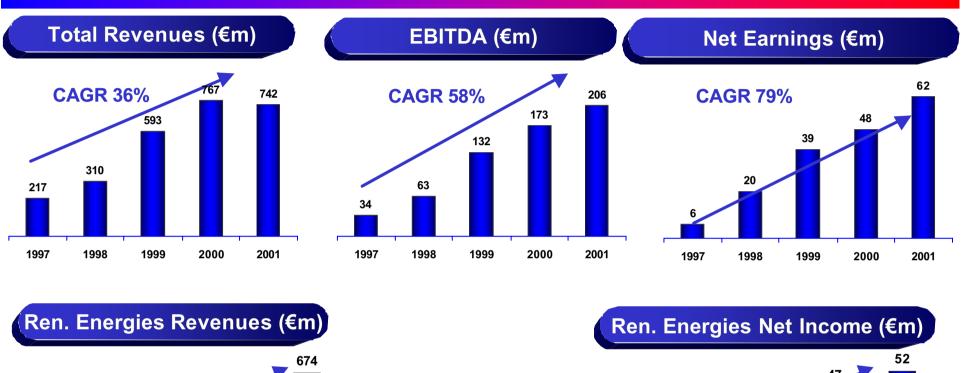


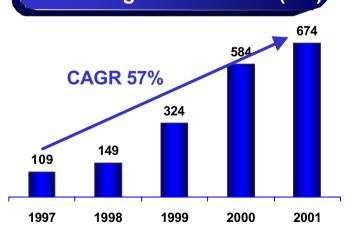
### **Financial Forecast**

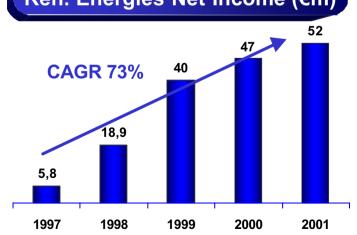


#### **2002 Financial Forecast**

#### **Sustainable Growth**







Note: To make the four years comparable, all figures are based on proforma financial data



### **2002 Financial Forecast**

#### **Gamesa Consolidated**

€MM	2001	2002 (E)	2003 (F)
Net Income (Recurrent Activity)	62	102	133
% Growth	37%	64%	31%

Net Income (Including Extraordinary MW Sales)	62	159	133
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Note: Approximately EUR 57 MM extraordinary Income could be applied to Accelerated Goodwill Amortization

€ / Share	2001	2002 (E)	2003 (F)	2004 (F)	2005 (F)
EPS (Recurrent Activity)	0.76	1.26	1.64	1.95	2.18
% Growth	37%	64%	31%	19%	12%

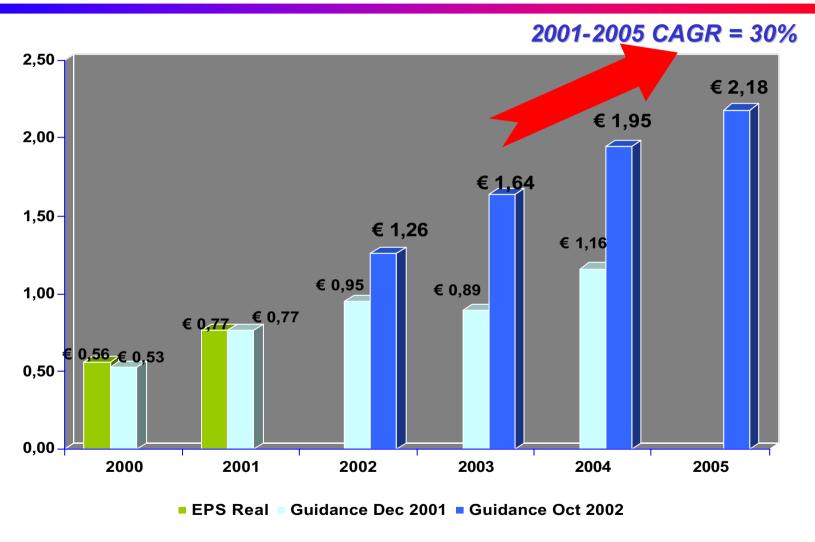
Note: From 2003 onwards, Aeronautica's contribution is not included

€ MM	2001	2002 (E)	2003 (F)
Net Bank Debt	840	489	229
Net Bank Debt/ Equity	3.26x	1.27x	0.6x



### **2002 Financial Forecast**

#### **EPS Forecast**



Note: From 2003 onwards, Aeronautica's contribution is not included



#### **Conclusion**

- The Iberdrola Transaction:
  - Provides visibility of results 2003-2005
  - Significantly reduces leverage
  - Improves backlog of WTG manufacturing

Recurrent Income from Windfarm Sale

Strong Growth at Gamesa Eólica

**Strong Stable Growth of Gamesa's Results** 



## **Financial Calendar**

Financial Calendar				
Event	CNMV Deadline	Comments		
Q3 Report	15th of November	-Only Consolidated Figures		
H2 Report	28th of February	-Divisional Figures		
Q1 Report	May	-Revision of Forecasts -Only Consolidated Figures		
Q i itoport	Inay	-Divisional Figures		
H1 Report	August	-Forecast for Next Year		



### **Forward Looking Statement**

Certain information in this presentation, including the information concerning economic and industry outlooks, prospective product developments, uses of cash and revenue and earnings forecasts, is forward-looking statements. This information is made available pursuant to the safe harbor provisions for "forward looking statements" as defined under the securities laws. Our operations, products, and markets are subject to a number of risk factors, which may cause actual results to vary materially from those anticipated in the forward looking statements. The words "believe", "may", "will", estimate", "continue", "anticipate", intend", "expect", forecast" and similar words are intended to identify forward looking statements.

We underttake no obligation to update publicly or revise any forward-looking statements because of new information, future events or otherwise. Actual results and performance could differ substantially from those anticipated in our forward-looking statements.

