

Acquisition of a 44.4% stake in IDeA

Capturing the whole value chain of Alternative Investments

18th February 2008



➤ The deal:

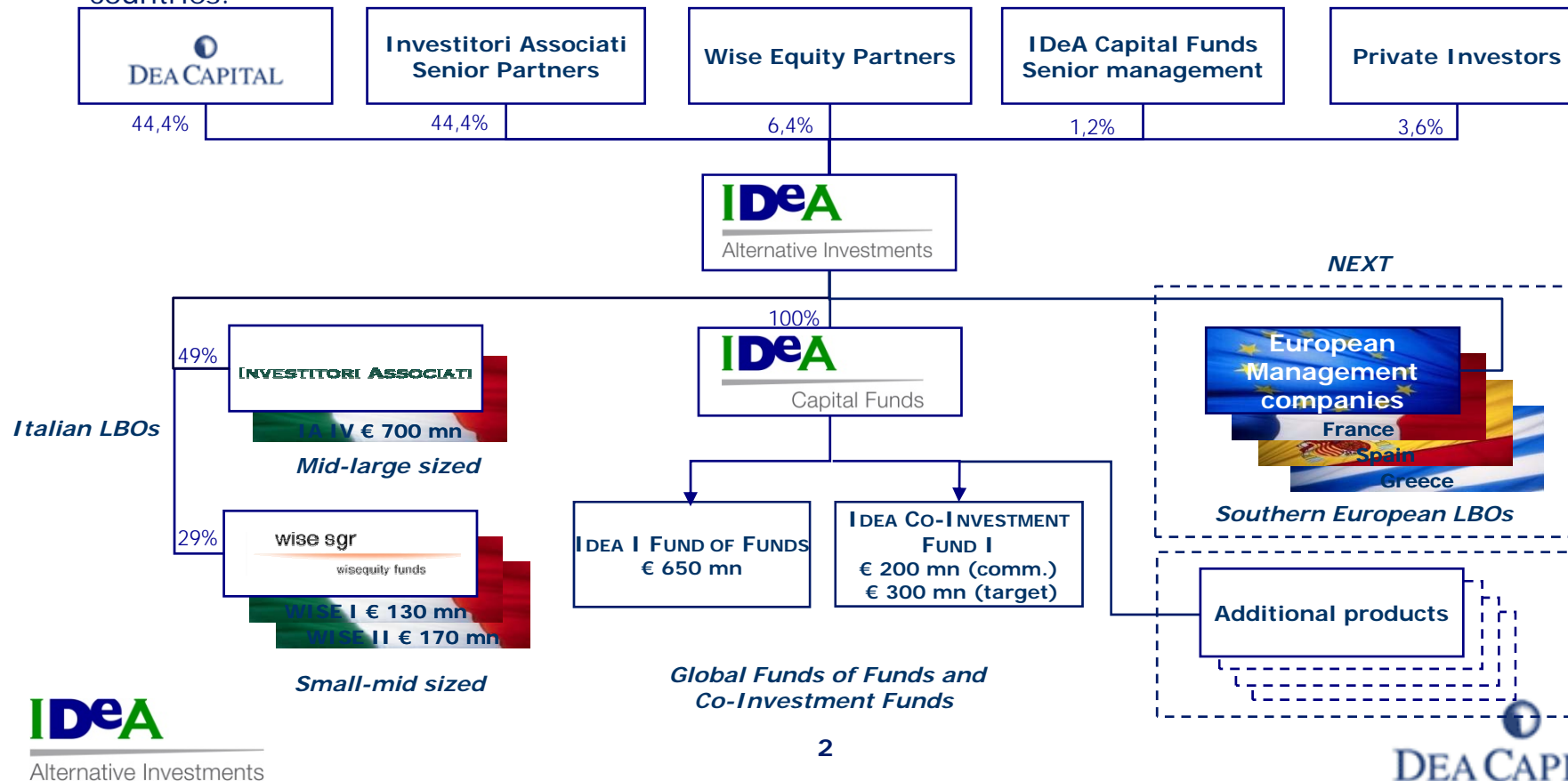
- IDeA Alternative Investments is a joint venture set up at the end of 2006 by De Agostini (44.4%), Investitori Associati managers (44.4%), Wise managers (6.4%) and other investors (4.8%), with the objective of becoming a leader in the *alternative investments industry in Southern Europe*
- **DeA Capital buys a 44,4% stake in IDeA Alternative Investments** from DeA Invest (100% De Agostini SpA) for € 57.7 mln (value of 100% € 130 mln). It is a strategic investment which DeA Capital aims to maintain in the long term
- DeA Capital also **commits to invest € 200 mn in the new co-investment fund** managed by IDeA Capital Funds SGR (100% IDeA Alt. Inv.)

➤ Rationale for DeA Capital:

- **Capturing the whole value chain of alternative investments:** investment returns and asset management returns. This provides a stable source of profits to DeA Capital's P&L
- Investing in alternative asset management - **a low capital intensive, growing and profitable sector** - together with well-known and high-quality partners
- **Joining the largest private equity investment group in Italy** (around € 1.9 bn under management in aggregate), with leadership or co-leadership position in all segments
- **Becoming the only vehicle in the private equity sector for the De Agostini Group** and gaining full exposure to the results of own indirect investments (i.e. in funds of funds and co-investment funds)

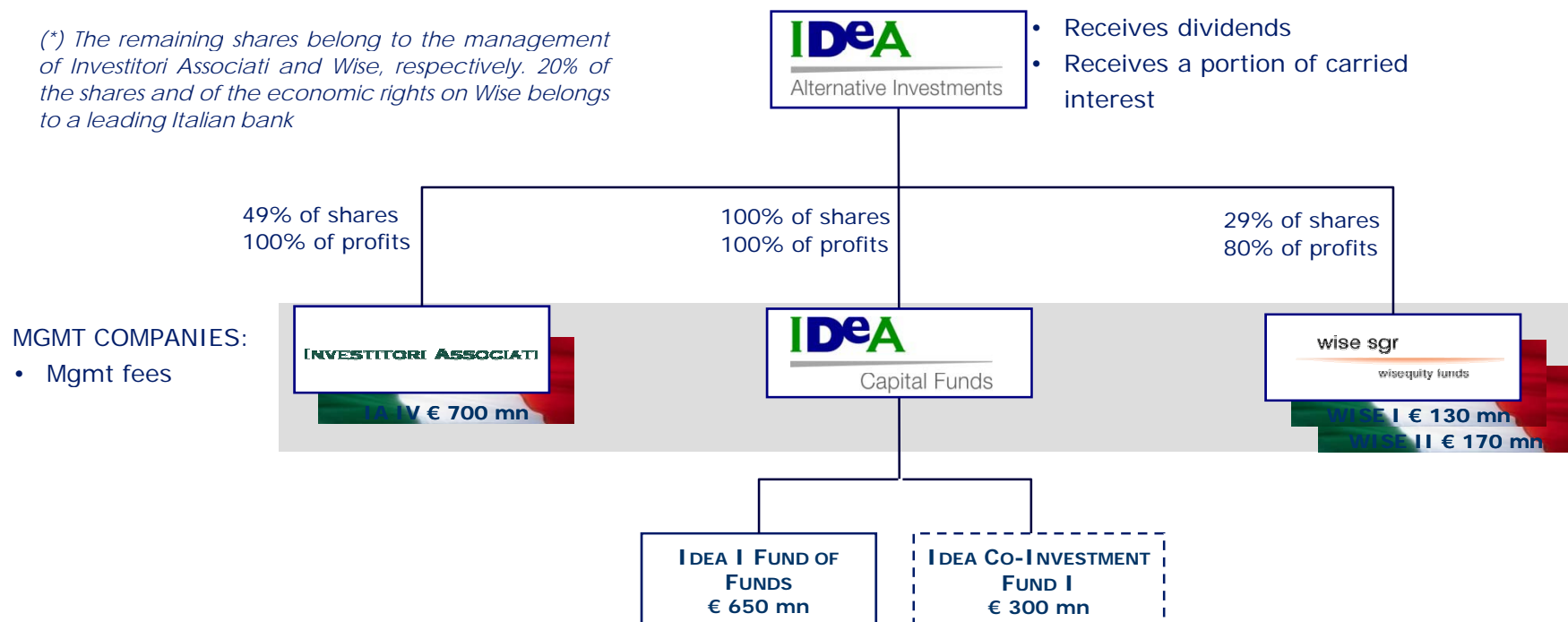
IDeA Alternative Investments

- IDeA Alternative Investments is a **holding for independent management companies** active in the management of private equity and alternative investment funds, each with its own specialization
- IDeA Alternative Investments, with around €1.9 bn under management (including commitments) in aggregate, is now **the largest private equity investment group in Italy**. The company plans to develop its portfolio through the management of co-investment funds, mezzanine funds and other alternative investment products (e.g. hedge funds, real estate funds, etc.). Its aim is to establish a leading private equity and alternative investment group in Southern Europe, by adding fund management teams from other countries.



IDeA Alternative Investment Financials

(*) The remaining shares belong to the management of Investitori Associati and Wise, respectively. 20% of the shares and of the economic rights on Wise belongs to a leading Italian bank



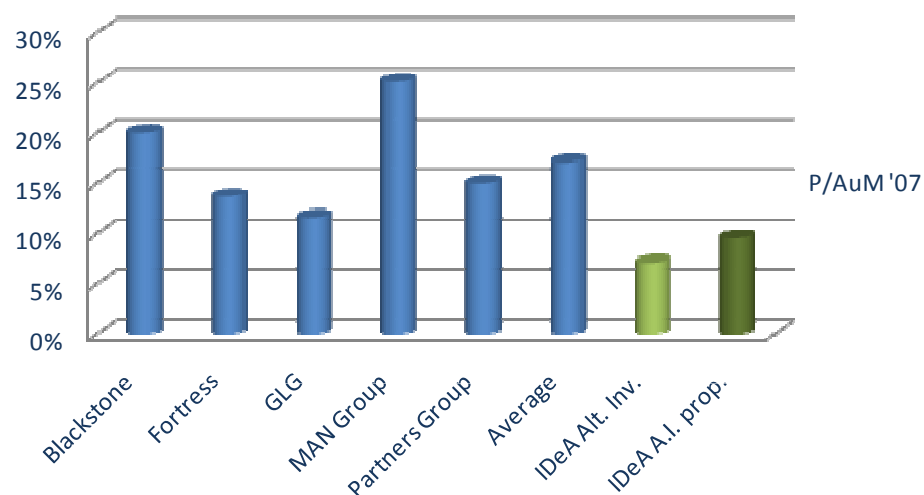
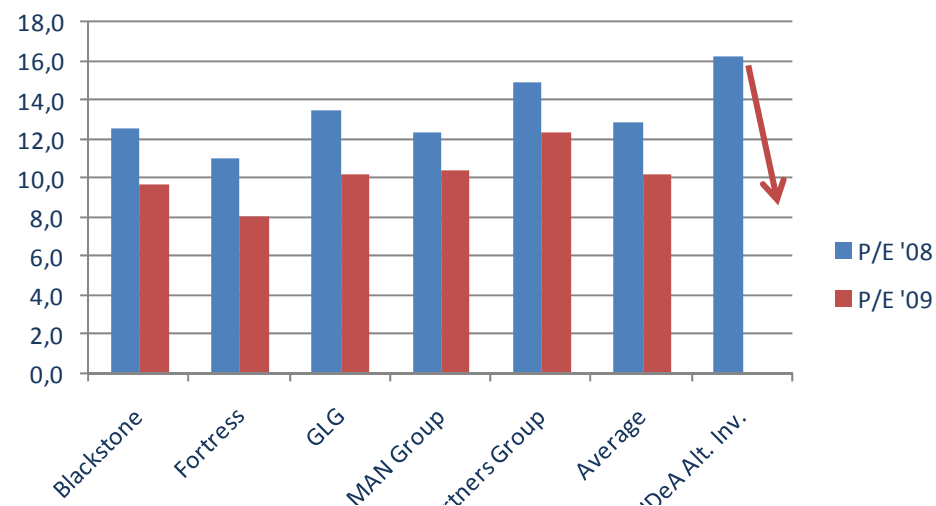
MGMT COMPANIES:

- Mgmt fees

	2008E	2009E
AuM	<ul style="list-style-type: none"> • € 1.9 bn (Feb '08, incl. CoIF) 	<ul style="list-style-type: none"> • ↑
Net Profit	<ul style="list-style-type: none"> • Expected at between 7-9 mln. All mgmt companies profitable 	<ul style="list-style-type: none"> • ↑↑

- DeA Capital to proportionately (44.4%) consolidate IDeA Alternative Investments, line by line
- All mgmt companies remain independent and their managers receive carried interest on funds' realizations

Transaction price

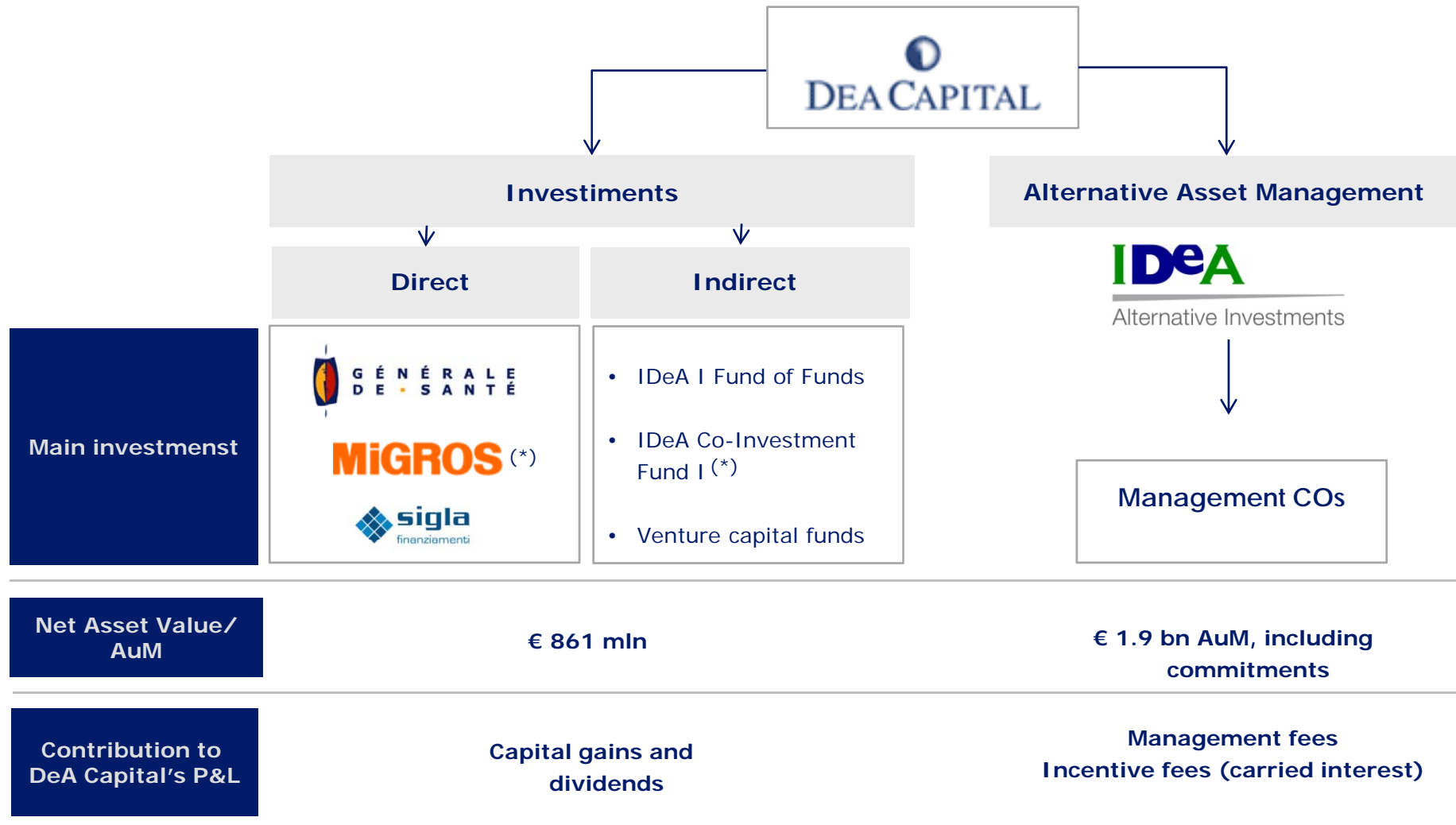


- The transaction values 100% of IDeA Alternative investments at ca. 130 mln €, based on a “sum of the parts” valuation by an independent advisor
- Based on the above value and on IDeA's mid-range net profit projections, the implied multiples at which IDeA has been purchased are at a discount to peers on P/E '09E.
- Another widely used multiple is Market Cap/AuM. This multiple is significantly higher for alternative asset managers vs traditional managers due to higher fees/margins and premium growth
- IDeA Alternative Investments purchase price places its P/AuM at a significant discount to peers both if we take 100% of AuM, and if we take a proportionate value (i.e. 1,35 bn €, or 100% of IDeA Capital Funds, 49% of Investitori Associati and 29% of Wise).

Source: Bloomberg, brokers' estimates

DeA Capital after the deal - 1

- After this transaction, DeA Capital's business model evolves along the following lines:



(*) To be finalized

➤ **To sum up, DeA Capital:**

1. Makes **direct investments** in qualified minority or majority stakes, focusing on the services sector in Europe (Generale de Santè, Migros Turk, Sigla)
2. Is active in the **Alternative Asset Management through IDeA Alternative Investments**
3. Makes **“indirect investments”**, i.e. in private equity funds of funds and co-investment funds, managed by IDeA Capital Funds SGR (100% IDeA Alternative Investments)

Indirect investments: IDeA Co-investment Fund I

- **Elite partnerships:** IDEA CO-INVESTMENT FUND I makes minority private equity co-investments alongside top-tier professional investors
- **Type of deal:** mainly medium/large LBOs including expansion capital, change of control, refinancings, follow-on investments, corporate re-organizations and build-ups

Target Companies

- leaders in their particular market segment or near leadership
- strong recurring revenues and proven ability to generate strong cash flows
- strong management team and highly qualified CEO

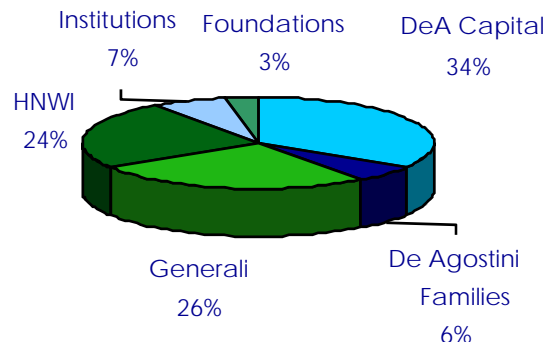
Industry/Geo Diversification

- diversified across a wide spectrum of industries
- limited investments in early stage
- no investments in pure real estate
- international geographic focus mainly in European countries. Particular focus on Italy, France, Spain and Greece

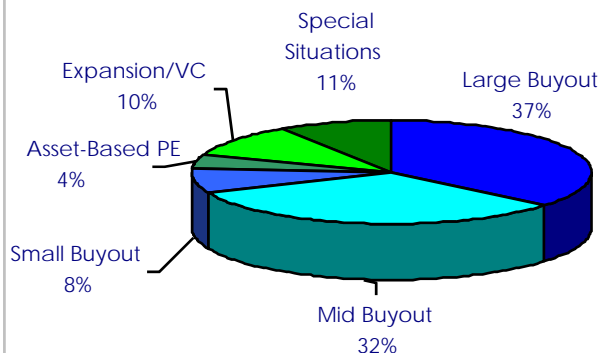
- **No overlap** with DeA Capital's direct co-investments, based on :
 - Size – ca. 50 mln € vs generally larger for DeA Capital,
 - Investment horizon – generally up to 3-4 years, while DeA Capital has flexibility to take longer commitments
- Authorized by Banca d'Italia on 3rd January 2008. First closing expected by February 2008 at € 300 mln.
DeA Capital has committed to invest up to a maximum of € 200 mln. Management team: IDeA Capital Funds

Indirect investments: IDeA I Fund of Funds

LP Breakdown after II Closing



Target Asset Allocation by Type



➤ IDEA I FUND OF FUNDS has reached a third closing of €650 million at the end of 2007:

- Largest Italian fund of funds program
- Sponsored by DeA Capital/De Agostini, selected HNWI and primary institutions
- 40% secondary program embedded since inception (18 funds)
- 7 additional commitments in primary funds

Access to top-performing private equity funds

European Private Equity



US Private Equity



Venture Capital/Expansion



Rest of the World Private Equity



IDeA Alternative Investments' Strengths

IDEA ALTERNATIVE INVESTMENTS SHAREHOLDERS

- De Agostini group, Investitori Associati, Wise and IDeA Capital Funds managers have an extensive network of contacts
- De Agostini group is regularly invited to the largest European LBOs, thanks to its know-how in structuring financial operations and consolidated presence in the industry
- IDeA A.I. Board of directors: Paolo Ceretti; Dario Cossutta; Roberto Drago; Stefano Miccinelli, Carlo Moser; Lorenzo Pellicoli (Chairman); Roberto Saviane; Michele Semenzato; Antonio Tazartes

TEAM NETWORK

- Placement agents
- Banks
- Consultants

INVESTOR BASE

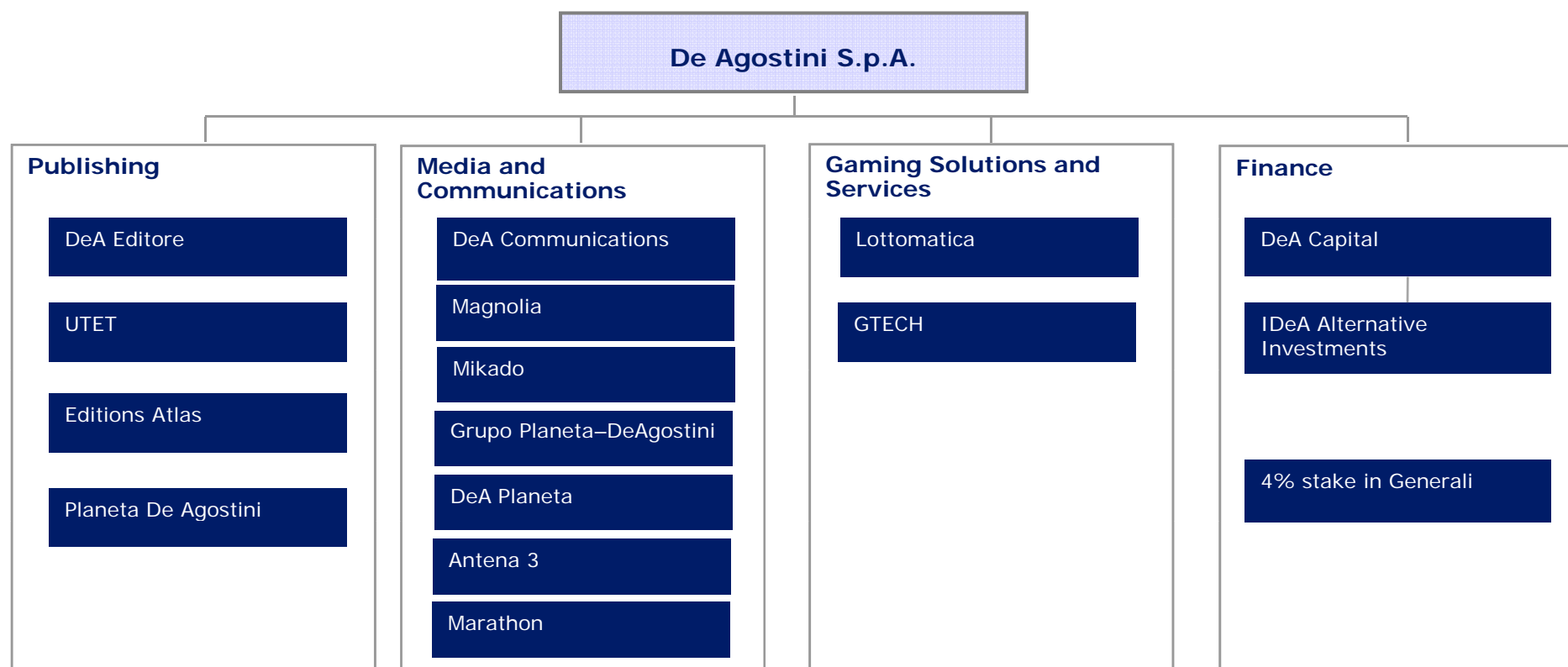
- HNW Individuals
- Institutional investors
- Limited Partners
- Long-standing relationships

IDEA I FUND OF FUNDS

- Consolidated relationships with private equity managers, providing co-investment rights with investee funds
- 29 portfolio funds

- Enhanced opportunities to expand in the PE/Alternative asset management industry
- Ability to present itself as a strategic partner to international funds for the Southern European markets

- De Agostini is a conglomerate active in 66 countries worldwide with net assets of about €5 bln. The Group is focused on 4 key sectors
- 10-year track record in PE investment (Seat, Toro, Eutelsat, funds). Alternative investments, PE in particular, traditionally contributed to the optimal allocation of the Group's resources, enhancing shareholder returns



Investitori Associati and Wise Equity

- Investitori Associati was founded in 1993 and manages private equity closed-end funds that invest in mid-large market Italian LBOs
- Wise Equity was founded in 2000 and specializes in the management of private equity closed-end funds that invest in small and medium-sized firms with a particular focus on Italy
- Both Investitori Associati and Wise Equity hold leading positions in their market segments

	INVESTITORI ASSOCIATI	wise sgr wisequity funds
<i>Fund Raised</i>	<ul style="list-style-type: none"> • €1.2 billion 	<ul style="list-style-type: none"> • €300 million
<i>Management Team</i>	<ul style="list-style-type: none"> • 15 professionals 	<ul style="list-style-type: none"> • 10 professionals
<i>N. of Investments</i>	<ul style="list-style-type: none"> • 26 investments 	<ul style="list-style-type: none"> • 14 investments
<i>Main Investments</i>		

- IDeA Capital Funds SGR is based in Milan, Italy and has a team of 6 investment professionals

<i>Mario Barozzi</i>	CEO and Head of Co-Investment Programs	<ul style="list-style-type: none"> • Former Founding Partner and Managing Partner of Franco Tatò & Partners and Xantos Associates • Previously Head of strategic planning at ENEL, Head of Corporate Development at Olivetti, Vice President at Chase Manhattan Bank
<i>Paolo Garraffo</i>	Investment Director Fund of Funds	<ul style="list-style-type: none"> • Previously Partner and Head of Investments in Advanced Capital SGR • Head of Corporate Finance at Netscalibur, Vice President Morgan Stanley & Co.
<i>Fiorenzo Lanfranchi</i>	General Counsel	<ul style="list-style-type: none"> • Previously Director of Wise SGR • Legal Affair Manager at De Agostini Group Holding, Legal Affair Manager at Giochi Preziosi
<i>Elena Mortarotti</i>	Investment Manager Co-Investment Fund	<ul style="list-style-type: none"> • Former Vice President at Lazard & Co. In Milan • Previously at Lazard Frères & Co in New York
<i>Franco Mosca</i>	Head of Fund of Funds Programs	<ul style="list-style-type: none"> • Previously Partner and Executive Director of Advanced Capital SGR • Chief Financial Officer of Frette SPA, Executive at Schroders & Co.
<i>Roberto Saviane</i>	Chairman	<ul style="list-style-type: none"> • Partner of Wise SGR and since 2002 Head of De Agostini PE Programs • Previously in Ferrovie dello Stato, Consiel and Arthur Andersen