

S O P A F

Convertible Bond Issue - Offer Under Option
“SOPAF 2007-2012 3.875% Convertible Bonds”

24 July 2007

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Investment highlights

- Independent investment company
- Unique business model in Italy, based on co-investment logic
- Significant experience and solid track record in the investing business
- High-quality management and significant deal creation
- Proven capacity to generate income
- As a result of the strategic repositioning of Sopaf in the past two years, business and economies have grown significantly
- Debt optimization

➤ Group development

- **July 2005**: Sopaf - LM ETVE merger
- **August 2005**: acquisition of 49% of Polis Fondi SGR
- **October 2006**: acquisition of 74%* of Private Wealth Management SGR
- **December 2006**: a decision was made to liquidate LM & Partners SCA and LM IS S.à.r.l., with the liquidation currently in process
- **April 2007**: Sopaf acquired the remaining 70% of Sopaf Capital Management SGR (f/k/a Cartesio Alternative Investments SGR)



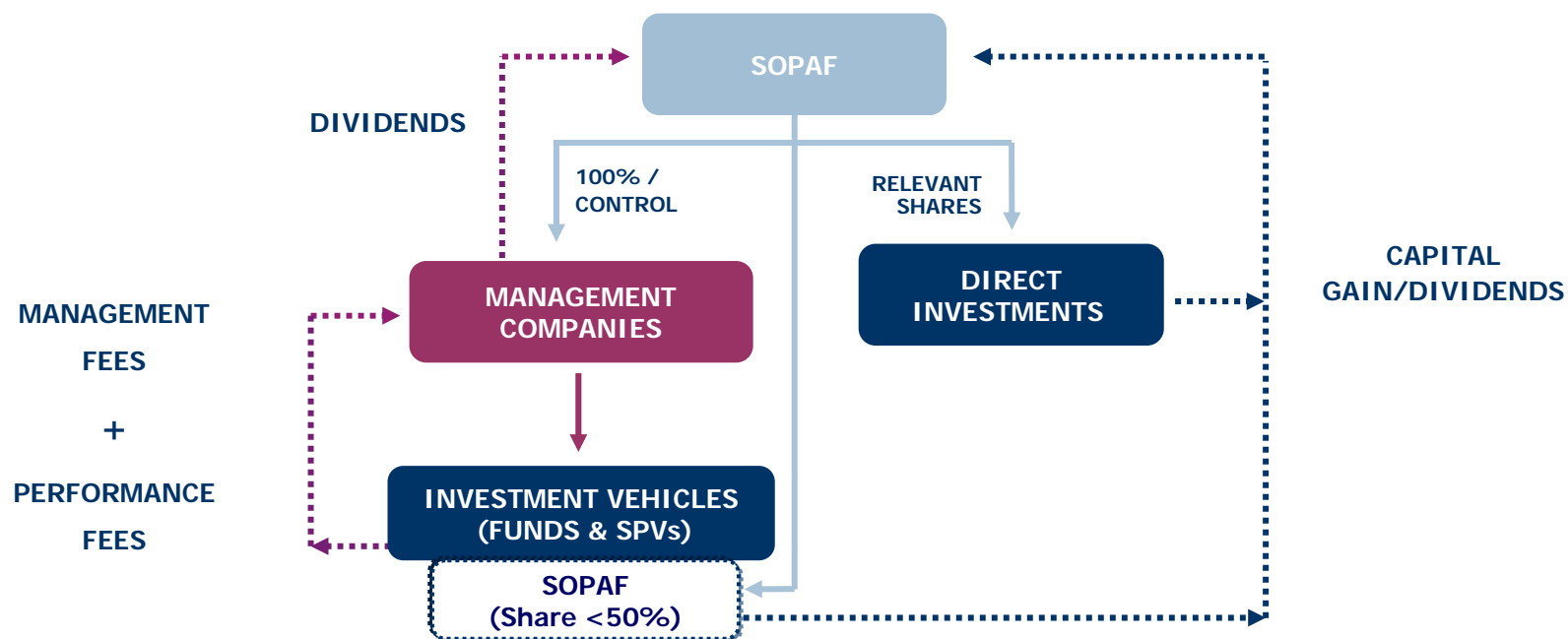
2007 ➤ launch of new funds sponsored by Sopaf

* Net of treasury stock

** Data as of 31-12-2006 that include 100% of the assets managed by affiliated management companies

Business model

- Sopaf has built up an organization that allows for better management of the various investment opportunities, both at the holding-company level and at the level of the individual special purpose companies.

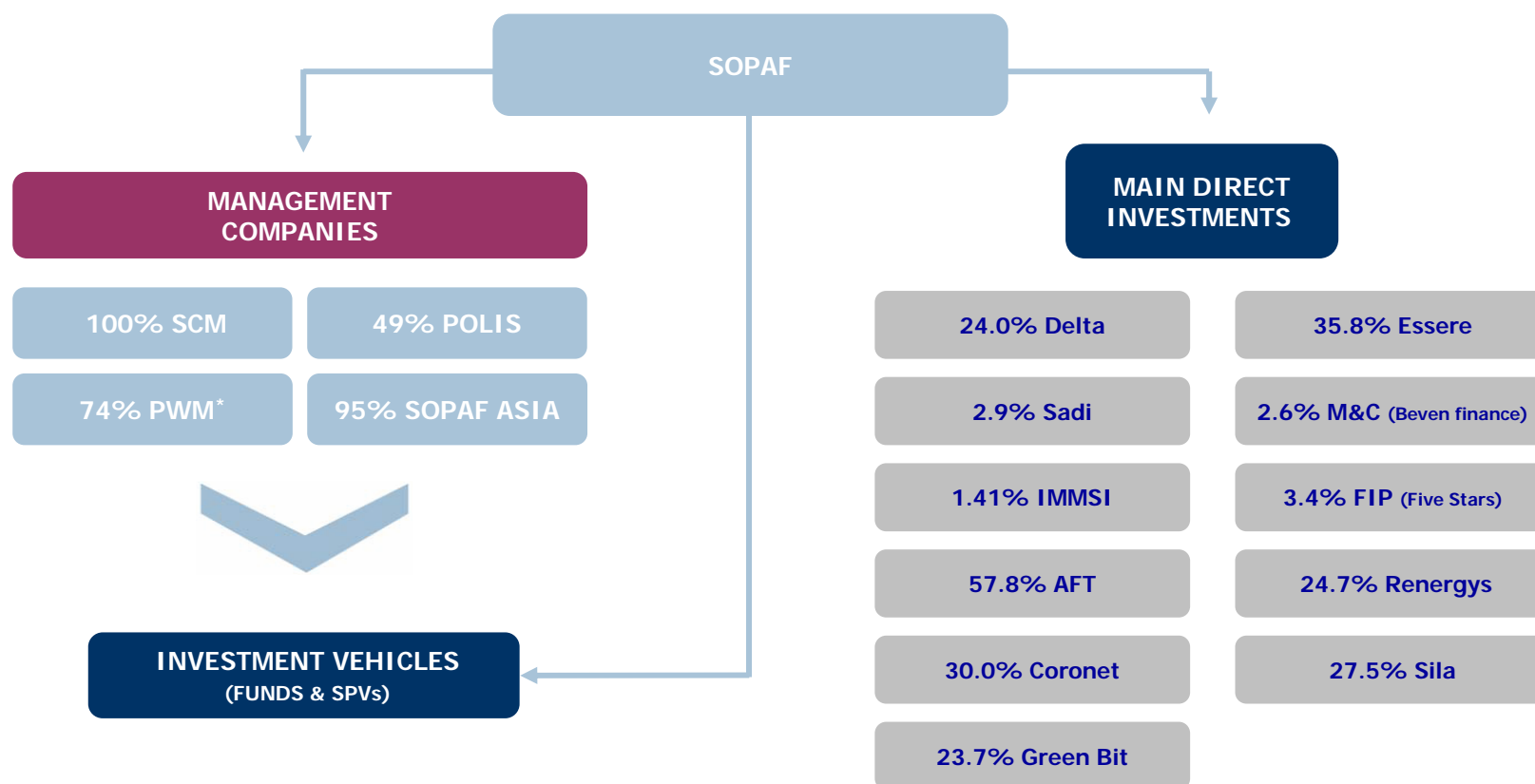


Investment vehicles open to the capital of third-party investors

- Sharing the strategy already successfully tested by Sopaf
- Aligning interests

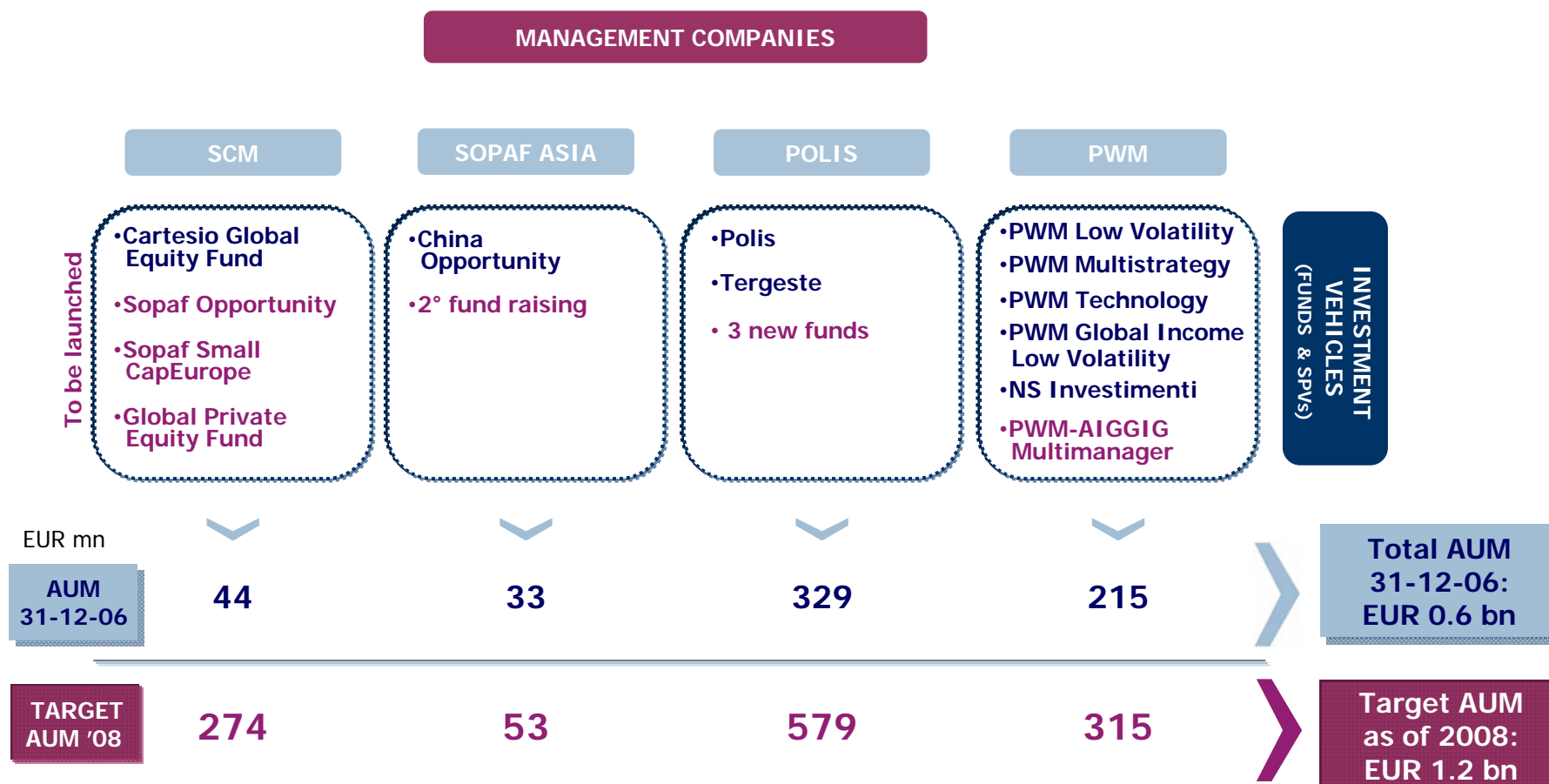
Group structure as of today

- Sopaf today holds quotas in funds and investment vehicles managed by the Group and direct investments in joint-stock companies.



* Net of treasury stock

Assets under management*



* Data include 100% of the assets managed by affiliated management companies.

➤ Earnings and financial data: Earnings results

EUR 000

Consolidated Income Statement	2005/2006 (12 months)	31.12.06 (6 months)
Revenues and other proceeds	36,126	5,023
Costs	(36,864)	(9,448)
EBITDA	(738)	(4,425)
Provisions and amortization	(6,610)	(200)
Income/loss on disposals of non-current assets	14,592	8,306
EBIT	7,244	3,681
Quota of result from investments valued according to the equity method	(396)	10,659
Net financial proceeds/charges	6,503	(3,831)
Pre-tax result	13,351	10,509
Taxes	7,724	(475)
Net income	21,075	10,034
Attributable to:		
Third party interest	(1,679)	57
Group income	19,396	10,091

➤ Earnings and financial data: Quarterly earnings results

EUR 000

Consolidated Income Statement*	01.01.06 31.03.06	01.01.07 31.03.07
Revenues and other proceeds	14,224	1,197
Costs	(12,033)	(4,988)
EBITDA	2,191	(3,791)
Provisions and amortization	(6)	(171)
Income/loss on disposals of non-current assets	-	48,465
EBIT	2,185	44,503
Quota of result from investments valued according to the equity method	1,160	2,388
Net financial proceeds/charges	1,227	1,846
Pre-tax result	4,572	48,737
Taxes	(123)	(4,770)
Net income	4,449	43,967
Attributable to: Third party interest	(329)	(160)
Group income	4,120	43,807

* The data have not been audited by the independent auditors nor have they been verified by the board of statutory auditors..



Earnings and financial data:

Trend of balance-sheet aggregates – Consolidated balance sheet

EUR 000

Assets	30/06/2006	31/12/2006	31/03/2007*
Investments and other financial activities	222,913	269,150	203,202
Receivables from tax authorities	36,310	17,840	17,950
Others	677	9,045	9,305
Deferred tax assets	6,998	8,964	8,912
Total non-current assets	266,898	304,999	239,369
Inventory	77,636	0	0
Other liquidity	15,649	2,420	16,616
Other current assets	28,536	46,339	36,182
Total current assets	121,821	48,759	52,798
TOTAL ASSETS	388,719	353,758	292,167

* The data have not been audited by the independent auditors nor have they been verified by the board of statutory auditors.

➤ **Earnings and financial data:**
Trend of balance-sheet aggregates – Consolidated balance sheet

EUR 000

Liabilities	30/06/2006	31/12/2006	31/03/2007*
Group's net equity	127,398	156,306	148,822
Third party interest	57,024	23,323	19,478
Total net equity	184,422	179,629	168,300
Long term overdrafts	124,351	45,960	46,470
Other non-current liabilities	1,862	19,864	22,176
Total non-current liabilities	126,213	65,824	68,646
Short term overdrafts	60,215	81,326	35,315
Other current liabilities	17,869	26,979	19,906
Total current liabilities	78,084	108,305	55,221
TOTAL NET EQUITY AND LIABILITIES	388,719	353,758	292,167

* The data have not been audited by the independent auditors nor have they been verified by the board of statutory auditors.

➤ Main investments and divestitures from 1 July 2005 to 31 March 2007

Investments

- Acquisition: Delta (10%); Telma (11%); Sopaf Capital Management (70%)
- Investment: Sadi Servizi Industriali; Vector 101; Management & Capitali; Res Renergys; Fondo Aster; S.Apostoli; Valore; PWM; Polis
- Incorporation and investment in Five Stars; LM LS; China Opportunity Sicar; Fondo Tergeste (via transfer of holdings in Telma, Firanegocios, Appia 2005, and Co.Se); PWM AIGGIG Multimanager Fund
- Capital increase Omnia, Sila

**Invested
capital:
EUR 120 mn**

Bipielle.net*, Area Life and Aviva Previdenza → **Estimated outlay of around EUR 83 mn**

** Having obtained the authorization from the regulatory authorities, on 06-29-2007, Sopaf made an irrevocable offer to Banco Popolare, whose managing board approved a resolution on 07-01-2007 to proceed with the negotiations.*

Divestitures

- Sviluppo Vittoria; Sisal; Santi Apostoli; Vector 101; Fondo Aster; Giallo Milano; Bama; Fincolor; Meliorbanca
- IMMSI (11%); Delta (10%); Telma (11%)

**Divested
capital:
EUR 192 mn**

**Capital
gains**:
EUR 85 mn**

*** Net balance between capital gains and capital losses*

Internal analyses using operating data; the roughly €32 million investment made for the purchase of minority holdings in LM SCA from third parties is not included since the purchase is to be settled through deferred payment.

Track Record

Return⁽¹⁾ on assets divested between July 2005 and 31 March 2007

**Industrial
Investments and
Financial Services**



IRR⁽²⁾: 28%

1.86x invested capital

**Real Estate
Investments**



IRR⁽²⁾: 126%

2.4x invested capital

Funds returns

**Equity
Funds**



Cartesio Global Equity Fund

Gross return⁽³⁾

8.59%

as of

30/03/2007

PWM Low Volatility Fund

4.54%

28/02/2007

PWM Technology Fund

7.68%

28/02/2007

NS Investimenti

9.26%

28/02/2007

PWM Global Income Low Volatility Fund

4.68%

28/02/2007

PWM Multistrategy

3.81%

28/02/2007

**Real Estate
Funds**



Polis

6.06%

31/12/2006

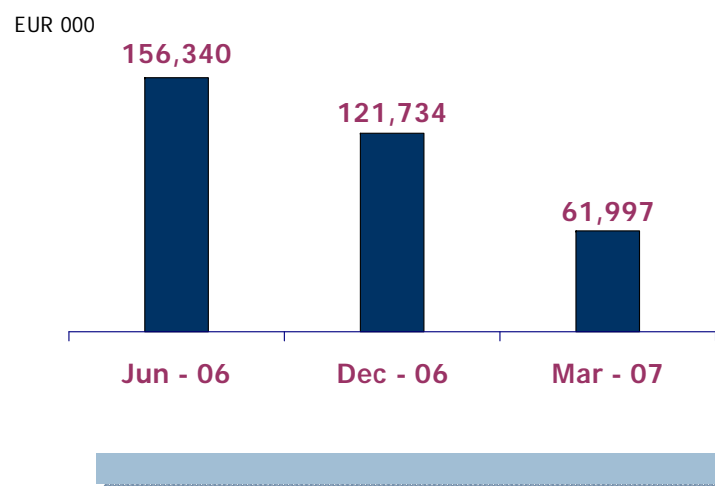
(1) Internal analyses

(2) Gross IRR

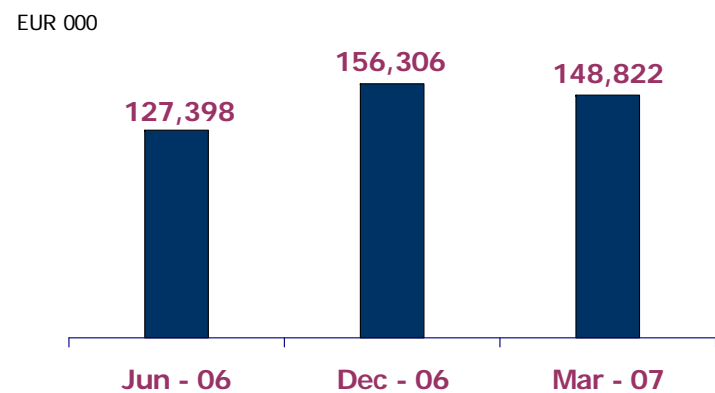
(3) The returns are understood to be since inception

Debt/equity ratio

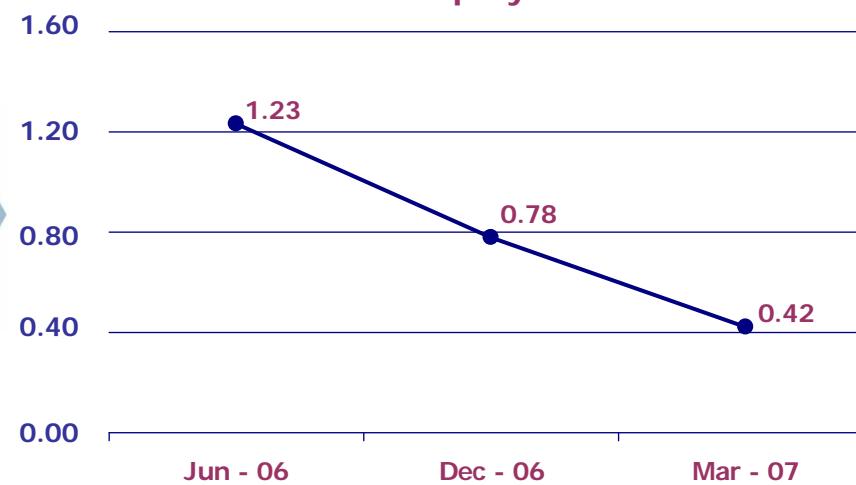
Group Net Financial Position



Group's Net Equity

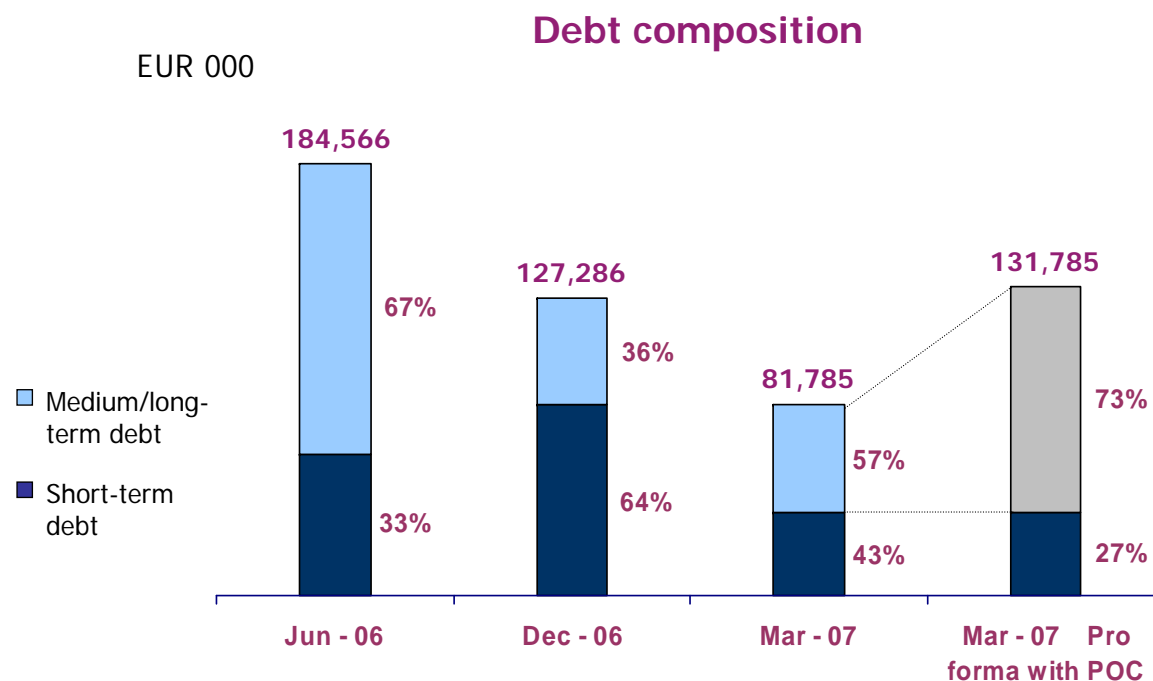


Debt / Equity Ratio



Trend of Group's debt

➤ Significant reduction of the Group's debt from 30 June 2006 to 31 March 2007: **roughly EUR 100 mn**



➤ Average term: 27 months

➤ Average rate: 5.52%

➤ 100% non recourse

N.B.: The data do not take into account the potential increase of debt for the investment in Bipielle.net, Area Life and Aviva Previdenza.

Effect of convertible bond



Optimization of the debt structure and lengthening of maturities
Average term: 47 months

Internal analyses using operating data

➤ Future strategies

- Completion of the plan to streamline the company's operation through:
 - another reduction of direct investments and their concentration in special-purpose companies
 - growth of commission revenues through increase in the assets under management: 2008 target - roughly EUR 1.2 bn
 - seeking investment opportunities and effecting investments in areas such as:
 - platforms for the distribution of financial and insurance services
 - alternative energy sources
 - life sciences
 - real estate development initiatives



Target ROE : 20% annual

➤ Use of bond proceeds

The net proceeds from the issue will be used for:

- diversifying the sources of financing, thereby reducing short-term bank debt (roughly 20%)
- financing the development of the Group's future investments projects
- enhancing the value of the current investment portfolio

A conversion, if it occurs:

- will represent an important instrument for increasing the company's capital and expanding the shareholder base

Structure of the Offer

OFFER UNDER OPTION	56,520,463 convertible bonds	AMOUNT EUR 49.7 million
NOMINAL VALUE	EUR 0.88 per bond	
TERM	2007-2012	
NOMINAL RATE OF INTEREST	3.875%	
OPTION RATIO	67 convertible bonds for every 500 Sopaf shares held	
ISSUE PRICE and REIMBURSEMENT	at par	
CONVERSION RATIO	1 newly issued SOPAF share for each converted bond	
CONVERSION PERIOD	continuous	
MARKET LISTING	Mercato Telematico Azionario (MTA)	

 **Calendar**


Start of Offer period (rights become available)	23 July
Final day for trading option rights	3 August
Final day for exercising option rights	10 August
Auction, if applicable, of any option rights not exercised	20 - 24 August (t.b.c.)
First day of trading of the bonds	t.b.c.


Guarantees


- Acqua Blu S.r.l. has committed to exercise part of the option rights to which it is entitled, and to underwrite 20% of the bond issue.
- Banca Akros will serve as the underwriter for the transaction, committing to guarantee the placement of the remaining 80% of the issue.


 **Exhibits**

Summary schedules of main investments

Delta		% share *	Book value *	
		24.0%	EUR 000	
			50,794	
Business area		Financials		
Consumer credit, credit cards, personal loans, loans against payroll, leasing, factoring, banking products and services.	EUR mn	2005	2006	
	Volumes	1,589	2,102	
	Net profit	16	21	
	Net worth	128	170	


Essere		% share *	Book value *	
		35.8%	EUR 000	
			1,091	
Business area		Financials		
Credit broker active in loans and insurance products distribution.	EUR mn	2006		
	Volumes	480		
	Net profit	0		
	Net worth	2		


Sadi Servizi Industriali		% share *	Book value *	
		2.9%	EUR 000	
			7,155	
Business area		Financials (Pro forma)		
Environmental clean-up, treatment of pollutant waste materials; architectural ad building components.	EUR mn	2005	2006	
	Sales	134	124.8	
	Ebit	9.8	4.6	
	NFP	12	22	
	Net worth	58	66.1	

Management & Capitali		% share *	Book value *	
		2.6%	EUR 000	
			13,819	
Business area		Financials		
Investing in companies encountering financial and/or operating difficulties (Comital Saiag S.p.A.).	EUR mn	2005	2006	
	Total income	0.1	8.1	
	Net profit	(3.0)	1.8	
	NFP	(55.3)	(495.2)	
	Net worth	52.6	546.9	


* Data as of 31 March 2007


Summary schedules of main investments

Green Bit	% share*	Book value*	
	23.7%	EUR 000	
		3,514	
Business area	Financials		
Italian leader in planning and developing biometric systems.	EUR mn	2005	2006
	Sales	4.8	5.0
	Ebitda	0.5	0.5
	NFP	4.7	2.8
	Net worth	3.2	5.4

Res Renergys	% share*	Book value*	
	24.7%	EUR 000	
		7,401	
Business area	Financials		
German Group active in the renewable energy sector.	EUR mn	2005	2006
	Sales	10.4	10.5
	Ebitda	7.7	7.9
	NFP	81.2	76.5
	Net worth	(11.8)	(14.7)


Related to a bus.unit operating in the wind farm sector


Sila	% share*	Book value*	
	27.5%	EUR 000	
		4,087	
Business area	Financials		
Industrial group operating in the automotive components sector.	EUR mn	2005	2006
	Sales	103.9	122.1
	Ebitda	10.2	13.4
	NFP	29.9	21.8
	Net worth	10.0	12.5


AFT	% share*	Book value*	
	57.8%	EUR 000	
		9,988	
Business area	Financials		
Management of indoor broadband networks (WI-FI), building and management of outdoor broadband networks.	EUR mn	2005	2006
	Sales	2.7	6.9
	Ebitda	0.2	0.4
	NFP	(1.7)	(1.6)
	Net worth	3.4	3.5


* Data as of 31 March 2007

Summary schedules of main investments

IMMSI	% share*	Book value*	
	1.56%	EUR 000 12,972	
Business area	Financials		
Holding company of a group of more than 60 operating companies active in a range of sectors.	EUR mn	2005	2006
	Sales	1,548	1,709
	Ebit	77	86
	NFP	(511)	(414)
	Net worth	513	646

China Opportunity	% share*	Book value*	
	15.5%	EUR 000 5,303	
Business area	Financials		
Investment company dedicated to investments in Chinese companies with potential for developing internationally.	EUR mn	2006	
	Nav alla costituzione	32.6	
	NAV 31-12-06	32.5	

LM LS	% share*	Book value*	
	69.7%	EUR 000 5,275	
Business area	Financials		
Equity investments in the life sciences sector: iM3D, AAA (medical imaging, radiopharmaceuticals).	EUR mn	2006	
	Nav alla costituzione	4.0	
	Nav al 31-12-06	8.3	

Coronet	% share*	Book value*	
	30.0%	EUR 000 13,400	
Business area	Financials		
Production, marketing and sale of synthetic leather materials used mainly in the footwear production.	EUR mn	2005/2006	
	Sales	26.1	
	Ebitda	(1.5)	
	NFP	61.3	
	Net worth	8.8	

* Data as of 31 March 2007

Summary schedules of main real estate investments

Fondo Immobili Pubblici	% share*	Book value*
	3.4%	EUR 000 3,058
Real estate fund, reserved for qualified investors, promoted by the Italian Ministry of Economy and Finance.		

Fondo Tergeste	% share*	Book value*
	100%	EUR 000 11,261
A closed-end real estate fund reserved for qualified investors. The Tergeste Fund, with a term of eight years, invests in real estate development and trading initiatives. NAV as of 31 December 2006 is around EUR 10,869,000.		

Valore	% share*	Book value*
	11.9%	EUR 000 2,000
Purchase of residential properties in the Berlin area.		

Demofonte	% share*	Book value*
	15%	EUR 000 3,008
Vehicle that owns a real estate portfolio purchased from Enel S.p.A, whose value is around EUR 130 mn.		

* Data as of 31 March 2007

**Data as of 31 December 2006

➤ Sopaf shares performance



➤ Trend of Sopaf shares since July 2002

➤ Detail: trend of Sopaf shares since July 2005

