

**Valuation Report on
Dinamia Capital Privado, S.C.R., S.A.**

31 December 2006

<u>NAV per share</u>	26.38 €
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<u>Adjusted NAV per share¹</u>	24.73 €
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Prepared by Nmás1 Capital Privado, S.G.E.C.R., S.A.

¹ Adjusted for the theoretical performance fee payable to the management company in the hypothetical event that all the investee companies were sold at the date of this report at a price equal to the values stated in this report (see section "Performance fee of the management company Nmás1 Capital Privado").

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Introduction

The purpose of this report is to obtain an approximate value for Dinamia Capital Privado S.C.R., S.A.'s equity as at 31 December 2006. The report has been prepared by the management company Nmás1 Capital Privado, S.G.E.C.R., S.A.

The following criteria have been applied:

- 1) The unlisted company investment portfolio has been valued at cost, except for investments that have been restated or provisioned in accordance with the internationally accepted guidelines issued by EVCA (European Venture Capital Association) for the valuation of investment portfolios of venture capital companies.
- 2) Shares in listed companies are stated at market value at the valuation date.

Net Asset Value as at 31 December 2006

The valuation performed as stated above has resulted in a **Net Asset Value per Share of €26.38**.

Net Asset Value per Share at 31 December 2006

	NAV at	NAV at	NAV at	Portfolio per	NAV at
	31.12.2003	31.12.2004	31.12.2005	book value 31.12.2006	31.12.2006
<i>*Figures in thousands of euros, except per-share data.</i>					
Shares	98,903	93,169	145,936	71,679	107,192
Loans to investee companies	3,894	4,072	37,648	54,545	54,545
Total unlisted portfolio and loans to investee companies	102,797	97,240	183,583	126,224	161,737
Listed portfolio (GNC, GAM)	0	0	0	9,002	50,075
Cash and cash equivalents	47,115	63,506	51,928	97,565	97,565
Other assets	169	2,902	2,189	6,968	6,968
TOTAL ASSETS	150,081	163,648	237,701	239,759	316,345
Liabilities	(64)	(3,218)	(984)	(527)	(527)
TOTAL NET ASSETS	150,018	160,430	236,717	239,233	315,818
Adjustment for dividends and share premium July 2004	(5,985)				
Adjustment for share premium July 2005	(6,284)	(6,284)			
Adjustment for dividends July 2006	(8,379)	(8,379)	(8,379)		
TOTAL ADJUSTED NET ASSETS	129,369	145,767	228,338	239,233	315,818
Adjusted number of shares (*)	8,977,500	8,977,500	11,970,000	11,970,000	11,970,000
NAV per share	14.41 €	16.24 €	19.08 €	19.99 €	26.38 €
Increase in NAV per share	1.2%	12.7%	17.5%		38.3%
Ibex 35 price	7,737.2	9,080.8	10,733.9		14,146.5
Ibex 35 growth	28.2%	17.4%	18.2%		31.8%
Stock market price (adjusted for dividend)	10.29 €	12.80 €	17.80 €	23.49 €	23.49 €
Discount/(Premium) on NAV	28.6%	21.1%	6.7%		11.0%

(*) Number of shares adjusted for effect of capital increases

Summary of the unlisted portfolio valuation

General valuation methods used. Two valuation methods have been applied to the companies in the portfolio in order to prepare this report:

- Valuation based on multiples of comparable listed companies², applying discounts for illiquidity (30%).
- Application of the multiples at which Dinamia acquired the companies to their results for 2006.

These general methods may vary in the event that the individual characteristics of the company or the nature of the data gathered lead to significant distortions in the valuations.

A summary of the valuation of unlisted and listed companies at 31 December 2006 is set out below:

Portfolio Valuation at 31.12.2006																																																																																																																																																																																																												
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Gest. de Televisión NetTV, S.A.	2.29%	2.29%	2.29%	280	280	280	280	140	Unión Deriván S.A. (Grupo Undesa)	45.53%	49.09%	47.11%	9,567	11,965	5,147	10,917	10,931	Ydilo Advanced Solutions, S.A. (4)	7.06%	7.06%	7.06%	881	1,470	1,470	1,470	1,470	High Tech Hotels & Resorts, S.A.	45.11%	45.11%	36.17%	13,000	31,149	31,149	31,149	16,764	Grupo Segur Ibérica	17.86%	17.86%	17.86%	9,724	9,721	4,140	9,724	11,108	Bodybell (5)	26.77%	26.77%	26.77%	20	7,520	16,073	7,520	5,375	Émfasis (6)	46.41%	46.41%	46.41%	3,881	7,363	4,634	3,881	3,881	Atecsa (7)	50.00%	50.00%	50.00%	7,125	7,125	7,125	7,125	7,125	Holmes Place (8)	20.61%	20.61%	20.61%	1,814	1,814	1,814	1,814	1,814	Grupo Cristher (9)	45.62%	45.62%	45.62%	4,209	30,154	7,470	7,470	4,209	Capital Safety Group Limited (10)	8.16%	8.16%	8.16%	2,457	11,533	9,945	2,457	2,457	Serventa (11)	46.66%	46.66%	46.66%	2,095	2,095	2,095	2,095	n.av.	Laude (12)	45.07%	45.07%	45.07%	2,251	2,251	2,251	2,251	n.av.	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(1) In the event that a method is not applicable, the same value is stated here for both methods
(2) Dinamia holds an interest in this company through two holding companies used as vehicles to acquire the Deutsche Woolworth Group. Their full names are DWW Deutsche Woolworth Holding GmbH and DWW Beteiligungs GmbH
(3) Value obtained by applying a 20% discount to the market value at 31.12.2006 of Dinamia's interest in the listed company Nicolás Correa, S.A.
(4) Formerly People Communications, S.A.
(5) Dinamia holds an interest in Bodybell through the vehicle The Beauty Bell Chain, S.L.
(6) Dinamia holds an interest in Émfasis through the vehicle Émfasis Billing & Marketing Services, S.L.
(7) Dinamia holds an interest in Atecsa through the vehicle Aseguramiento Atecsa, S.L.
(8) Dinamia holds an interest in Holmes Place through the vehicle Colegiata Invest, S.L.
(9) Dinamia holds an interest in Grupo Cristher through the vehicle Deimoral Inversiones 2005, S.L.
(10) Dinamia holds an interest in Capital Safety Group through the vehicle Glowtrail Limited
(11) Dinamia holds an interest in Serventa through the vehicle Saint Germain Grupo de Inversiones, S.L.
(12) Dinamia holds an interest in Laude through the vehicle Colegios Laude, S.L.

LOANS TO INVESTEE COMPANIES				
	Principal	Interest		TOTAL
		accrued		
Bodybell (6)	19,019	86		19,105
Émfasis (7)	4,181	716		4,897
Holmes Place (8)	7,256	1,654		8,910
Grupo Cristher (9)	7,816	1,024		8,840
Serventa (11)	5,093	541		5,634
Laude (12)	6,753	405		7,158
TOTAL LOANS TO INVESTEES (C)	50,118	4,427		54,545

² Source of multiples used: Bloomberg.

Business evolution in 2006

- On 18 January, the Annual General Meeting of Sociedad Gestora de Televisión Net TV, S.A. approved a capital increase of K€3,018. The capital increase was subscribed and paid up by Dinamia in the amount of K€69, in proportion to its 2.29% interest in Sociedad Gestora de Televisión Net TV, S.A.
- On 27 January 2006, the Universal General Meeting of High Tech Hotels & Resorts, S.A. resolved to increase capital by K€2,000 by issuing preference shares. Dinamia subscribed and paid up K€1,000 of that amount.

Following the operation, Dinamia's investment totals K€13,000, representing a 45% shareholding in High Tech Hotels & Resorts, S.A.

- On 28 March 2006, the Board of Directors of General de Alquiler de Maquinaria, S.A. agreed to commence a flotation process consisting of an initial public offering and a public rights offering. On 13 June 2006, the offerings were executed and GAM's shares were admitted to listing.
- On 25 April 2006, Dinamia participated in the acquisition of Servicio de Venta Automática, S.A., investing a total of K€7,188 through a capital increase and a participating loan granted to the vehicle company Saint Germain Grupo de Inversiones, S.L., in which Dinamia holds a 46.66% interest.
- On 27 April 2006, the investee company Emfasis Billing & Marketing Service, S.L. acquired all the capital of Securpost, S.L. in an operation financed entirely by bank borrowings obtained by the buyer.
- On 30 June 2006, Dinamia invested K€9,004 in the company Colegios Laude, S.L., in which it holds a 45.07% interest, through a capital increase and a participating loan. Colegios Laude, S.L. used the funds obtained from its shareholders and bank financing to acquire the companies Educación General y Artes, S.L., Colegio Británico de Villareal, S.A., Newton College, S.L. and Centro Internacional El Altillo School, S.A.
- On 3 July 2006, Morgan Stanley, as the global coordinating agent and stabilising agent for the IPO and public rights offering of Dinamia's investee company General de Alquiler de Maquinaria S.A. (GAM), sent notice of the full exercise of the green shoe option on 572,952 GAM shares owned by Dinamia. The option exercise price was €8.25 per share, entailing additional income of €4.7 million for Dinamia from this sale.
- On 22 September 2006, Dinamia agreed to sell 2,020,897 shares in General de Alquiler de Maquinaria, S.A. to qualified investors for a price of €11.06 per share. The shares represent 7.09% of GAM's capital. Following the sale, Dinamia holds 2,956,994 shares in GAM, representing 10.38% of share capital.
- On 29 December a corporate and financial restructuring process of the companies of the Bodybell Group was completed, the original financing was repaid and new bank financing was obtained. Dinamia and the rest of the investors recovered 105% of their initial investment while maintaining the same shareholdings and financial interests in the resulting group of companies. Dinamia's interest decreased from 27.63% to 26.77%, however, as a result of an increase in the number of shares held by the executive team.
- On 29 June 2006, Dinamia's General Shareholders' Meeting agreed to pay out a dividend of K€8,379 or €0.7 per share. The payment was made to shareholders in July 2006.

Events subsequent to 31 December 2006

- In January 2007, Dinamia Capital Privado sold all its shares in General de Alquiler de Maquinaria S.A., entailing the placement of 10.38% of the investee company's capital, which generated a gain of K€46,490 for Dinamia.
- On 9 March 2007, Dinamia invested K€9,847 in the company Limestone Spain, S.L. to obtain a 37.8% interest through a capital increase. Limestone Spain, S.L. has acquired the industrial group Alcad S.A. using the funds obtained from its shareholders and bank borrowings.

Performance fee of the management company Nmás1 Capital Privado

The management company's performance fee depends solely on capital gains actually obtained on the sale of companies held in the portfolio. On each sale, Nmás1 Capital Privado receives a performance fee equal to 20% of the capital gain obtained, which is only paid once acquisition costs for all businesses acquired in the year the relevant company is sold have been covered (including transaction costs and management fees) and is subject to a minimum yield equal to the average IRR on Spanish three-year bonds in December of the year in question.

Set out below is a simulation of Dinamia's cash value in the event that all the companies had been sold at 31 December 2006 at a price equal to the values calculated by Nmás1 Capital and presented in this report:

Calculation of the theoretical performance fee at 31.12.2006

NAV at 31.12.2006	315,818
Theoretical performance fee	(19,860)
Cash value at 31.12.2006	295,959

Per share	24.73 €
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Laude

LAUDE
COLEGIOS

Private Education

Initial investment date:	June 2006
Financial year end:	31 August
Acquisition cost:	K€9,004
Interest held by Dinamia Capital Privado, S.C.R.:	45.07%
Value at 31 December 2006 (K€):	9,409
(including the participating loan)	

Summary of the transaction

On 30 June 2006, Dinamia invested K€9,004 in the acquisition of the schools Educación General y Artes, S.L., Colegio Británico de Vilareal, S.A., Newton College, S.L. and Centro Internacional El Altillo School, S.A., through a capital increase of K€2,251 in and a participating loan of K€6,753 granted to the vehicle company Colegios Laude, S.L.

The shareholders of Colegios Laude are Dinamia and Nmás1 PEF, each of which holds a 45.07% interest, and the executive team, holding the remaining 9.86%.

Description of the company

Since it was formed, Colegios Laude has been the largest chain of private, profit-making schools in Spain. Pupils are aged between two and 18. The chain currently comprises a total of five schools located in different parts of Spain: Madrid (2), Alicante (1), Castellón (1) and Cádiz (1).

The objective is to create a chain of between 25 and 30 schools within five years, for management and development by the management team.

Company management

The executive team is formed by the partners of Avantya, a Spanish consultancy founded in 1994 that operates in the education sector. The executive team will manage Colegios Laude through Avantya for the duration of the project.

Avantya has long experience in the education sector acquired by advising on M&A operations completed by chains in other countries and by managing a number of Spanish and foreign schools (e.g. Yago School). Recently, Avantya has fully restructured one of the schools initially acquired (El Altillo, in Cádiz), with excellent results.

Income statement

*Figures in thousands of euros

	Pro forma 31.08.2005	Forecast ¹ 31.08.2006
Operating income	12,838	14,639
EBITDA	1,900	3,129
EBIT	1,571	2,527
EBT	1,125	2,053
Profit for the year	-156	313

Figures adjusted for transaction costs and non-recurring costs
(1) Income statement of companies operating prior to the transaction

Balance sheet

*Figures in thousands of euros

<u>ASSETS</u>	Forecast ¹	Pro forma	<u>LIABILITIES</u>	Forecast ¹	Pro forma
	31.08.2006	31.08.2005		31.08.2006	31.08.2005
Fixed assets	15,824	11,601	Shareholders' equity	2,263	1,950
Deferred expenses	279	279	Long-term creditors	13,510	8,190
Current assets	205	188	Short-term debt	666	680
Cash and banks	1,662	132	Current liabilities	1,531	1,380
TOTAL ASSETS	17,970	12,200	TOTAL LIABILITIES	17,970	12,200

(1) Balance sheet of companies operating prior to the transaction

Description of the market

The pre-university education system in Spain represented a market of seven million pupils in 2005. This number has remained stable since 1998. There are three types of educational establishments, based on the way they are financed and operate:

- *State schools*: totally financed and managed by the State.
- *Private subsidised schools*: partially financed by the public sector but managed by private institutions (mostly religious institutions).
- *Private schools*: financed by private funds and managed by private institutions.

Private schools are the only type that offer sufficient autonomy to manage the business without little interference from the public authorities. Issues such as the freedom to select pupils, autonomous management by teaching staff, capacity to implement tighter discipline and fast decision-taking in relation to educational and financial matters entail that private schools provide a higher quality service and are therefore the preferred alternative for parents.

This quality also leads to improve academic performance. An analysis of the results obtained in the Spanish university entrance examination in 2003 reveals a difference of up to one point, depending on the subjects, between the grades achieved by pupils from private and state schools.

The total value of the private school market is estimated at €3 billion and is growing by 5% per annum, due mainly to price rises.

The main features of the sector are as follows:

- Immature sector.
- Low level of professionalism.
- Fragmented market. Absence of chains of a relevant size.
- Demand exceeds supply. Many private schools have long waiting lists.

Forecasts point to higher growth in private schools as compared with the rest of the market, mainly for the following reasons:

- **Growing demand** for subsidised and private schools, which are increasing in relative significance compared with state schools.
- **Financial and technical difficulties experienced by the public authorities** in order to resolve the saturation issue in the education sector (restricted budgets and lack of knowledge required to manage the public education system).
- **Growing concern for the quality of education**, leading medium and high income families to seek a more exclusive education for their children.

The private school market is expected to grow by 2.6% in volume and by 5.7% in value to 2012, accounting for 24% of the forecast growth in the total number of pupils from 2004 to 2012.

Business evolution in 2006

The company achieved its budgeted results at the end of the audited financial year, 31 August 2006. From that date to 31 December 2006, the company focused on managing its school portfolio.

Following the acquisition of four companies engaged in operating five private schools, in the first half of 2006, Colegios Laude worked to consolidate the schools acquired and improve management in each one, from a financial and academic viewpoint.

During the financial year that began on 1 September 2006, Colegios Laude is expected to press ahead with its expansion and consolidation process.

Valuation

In accordance with EVCA guidelines, and as one year has not elapsed since the business was included in Dinamia's portfolio, the investment is valued at acquisition cost, i.e. K€2,251, plus the participating loan and related interest accrued during the period (K€7,158), making a total value of **K€9,409**.

Serventa



Vending Services

Initial investment date:	April 2006
Financial year end:	31 December
Acquisition cost:	K€7,188
Interest held by Dinamia Capital Privado, S.C.R.:	46.66%
Value at 31 December 2006 (K€):	7,729
(including the participating loan)	

Summary of the transaction

On 24 April 2006, Dinamia invested K€7,188 in Serventa. As a result, Dinamia obtained a 46.66% interest in the company. Nmás1 PEF co-invested the same amount on the same terms as Dinamia. The financial partners invested a total of K€14,375 in ordinary shares and a participating loan. The rest of the share capital is held by the executive team.

Description of the company

Serventa is a leader in the food and beverages distribution sector through vending machines. Serventa operates in 10 regions of Spain and has a fleet of over 12,000 food and drink vending machines that serve more than 2,500 companies. Serventa's customers are mainly private companies or public bodies that require hot drinks, soft drinks and food for their employees.

Company management

The company's General Manager is Mr Carlos Odériz. Mr Odériz became General Manager after two years as Serventa's Commercial Director. Mr Jose Alberto Nielfa is still the Finance Director. He has been with Altadis for 14 years, the last four as Finance Director of Serventa.

Mr Jose Manuel Bermejo has become the company's Non-executive Chairman. He was previously the CEO of Parques Reunidos.

Income statement

**Figures in thousands of euros*

	Actual 30.06.2006	Pro forma 31.12.2005	Actual 31.12.2006
Operating income	16,581	30,463	24,653
EBITDA	2,678	3,463	3,532
EBIT	372	-1,070	295
EBT	225	-1,653	256
Profit for the year	225	-897	256

Figures adjusted for goodwill amortisation, transaction costs and non-recurring costs

Balance sheet

**Figures in thousands of euros*

<u>ASSETS</u>	Actual	Pro forma	<u>LIABILITIES</u>	Actual	Pro forma
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	19,946	21,300	Shareholders' equity	-848	13,764
Goodwill on acquisition	10,371	0	Participating loan	11,294	0
Current assets	3,885	5,719	Long-term creditors	16,488	8,528
Cash and banks	1,427	1,764	Short-term debt	1,080	1,783
TOTAL ASSETS	35,629	28,783	Current liabilities	7,616	4,708
			TOTAL LIABILITIES	35,629	28,783

Business evolution in 2006

The company posted revenues of €24.7 million at year-end 2006, for the period running from 1 May, the date of first consolidation, to 31 December. During that period, the company focused on reorganising the business, including a reduction in the workforce affecting the areas that were overstaffed, tighter cost control, during the integration of the group companies, and the unification of the processes required for Serventa to become a decision-taking and business unit.

Management's refloating plan prepared the group for business in 2007, when the prospects for growth and fulfilment of the business plan are excellent.

Valuation

In accordance with EVCA guidelines, and as one year has not elapsed since the business was included in Dinamia's portfolio, the investment is valued at acquisition cost, i.e. K€2,095, plus the participating loan and related interest accrued during the period (K€5,634), making a total value of **K€7,729**.

Cristher



Exterior Lighting

Initial investment date:	September 2005
Financial year end:	31 December
Acquisition cost:	K€12,025
Interest held by Dinamia Capital Privado, S.C.R.:	45.62%
Value at 31 December 2006 (K€):	7,470
(including the participating loan)	

Summary of the transaction

On 22 September 2005, Dinamia invested K€12,025 in Cristher SL and Dopo SL (Cristher). As a result, Dinamia obtained a 47.16% interest in the company. Nmás1 PEF co-invested the same amount on the same terms as Dinamia. The financial partners invested a total of K€24,050 in ordinary shares and a participating loan. The rest of the share capital is held by private investors.

The purchase price represents the following acquisition multiples (based on 2005 figures):

EBITDA	EBIT
6.1x	6.3x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

Description of the company

Cristher is the Spanish market leader in private exterior lighting. Cristher has a 20% market share, having channelled growth through installers owing to its positioning in the electricity material stores, distinguishing its products (in terms of quality, technical features, price and installation complexity) from those of its competitors. Cristher has the largest catalogue of own-brand products and articles in the market, which has earned it a solid brand and quality image. This, together with prompt delivery, places Cristher in a strong position in the channel through which it operates.

Company management

The company's General Manager is Mr Alfredo Díaz. Mr Díaz joined in January 2006, after spending over seven years in the hardware sector as General Manager of a major company. Mr Alfredo Díaz successfully led an integration process in the hardware sector.

Mr Alfredo Díaz has therefore taken over from the former shareholder and General Manager Mr Ramón Rocasalbas, who will continue to work for the company in relation to products, suppliers and other corporate issues. There have been no changes in the rest of the executive posts.

Income statement

*Figures in thousands of euros

	Actual 30.06.2006	Actual 31.12.2005	Actual 31.12.2006
Operating income	16,072	26,901	31,350
EBITDA	5,174	8,478	9,248
EBIT	5,056	8,222	9,114
EBT	3,353	7,041	7,938
Profit for the year	2,182	4,084	6,762

Figures adjusted for extraordinary items and transaction costs

Balance sheet

*Figures in thousands of euros

<u>ASSETS</u>	Actual 31.12.2006	Actual 31.12.2005	<u>LIABILITIES</u>	Actual 31.12.2006	Actual 31.12.2005
Fixed assets	1,565	801	Shareholders' equity	8,462	7,199
Goodwill	36,393	38,330	Participating loan	18,747	17,020
Current assets	15,486	13,026	Long-term creditors	26,115	28,425
Cash and banks	7,044	4,724	Short-term debt	2,771	1,575
TOTAL ASSETS	60,487	56,880	Current liabilities	4,393	2,661
			TOTAL LIABILITIES	60,487	56,880

Description of the market

Private exterior lighting is a niche market estimated at €128 million which has grown by nearly 9% per annum in the past four years.

The lighting market is divided into two large families, interior and exterior lighting. In turn, exterior lighting is divided into public and private lighting. There are many differences between the interior, public exterior and private exterior lighting markets:

- The **interior lighting** market shows less growth (4.6%), higher competition and increasing pressure on prices. Design is a fundamental aspect and product turnover and obsolescence are significant.
- Sales in the **public exterior lighting** segment are made under government tender at low margins and large volumes. This segment is dominated by multinationals.
- **Private exterior lighting** products are regarded as highly technical, requiring support from an installer, who recommends products to the final customer.

Construction is a major factor in market development. The relative growth in the number of houses with patios and gardens and therefore exterior lighting needs has benefited Crister's business, although the company's revenues are still generated mainly by product replenishment.

Business evolution in 2006

Cristher's year-end figures are highly positive, revenues and EBITDA having grown by 12% and 9% on the previous year. This is explained mainly by the launch of new Cristher and Dopo catalogues in 2006. These new catalogues have boosted sales of company products, which now reflect the new market trends, causing an increase in prices since the latest launch.

The company has also implemented a number of commercial and management strategies designed to enhance efficiency at all levels, this being another reason for the business performance in 2006.

Service remains a distinguishing factor and both Cristher and Dopo are capable of same-day delivery, guaranteeing that the customer will receive the product on the following day at any location in Spain and need not therefore invest in Cristher's products.

Valuation

The Cristher Group has been valued using the following methods:

- On the basis of the company's acquisition multiples, equity is valued at K€16,373, entailing a value of K€7,470 for Dinamia's investment.
- Comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, resulting in a value of K€66,094 for the company's equity and K€30,154 for Dinamia's shareholding, plus the participating loan and interest for the period totalling K€8,840, which makes a total value of K€38,994 for Dinamia's investment.

As a result of the company's performance, the value of Dinamia's investment in Cristher has been increased. On the basis of the market multiples, the company is valued at K€16,373, entailing **a value of K€7,470 for Dinamia's interest**

Cristher

Figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit*	C/F	Net debt**
Results at 31.12.2006	31,350	9,248	9,114	6,762	6,896	40,589

**Includes participating loan

1) VALUATION USING ACQUISITION MULTIPLES

-

	EBITDAx	EBITx	Average	Dinamia's interest
Acquisition multiples	6.1x	6.3x		45.62%
Value	15,916	16,830	16,373	7,470

2) VALUATION USING MULTIPLES OF COMPARABLE COMPANIES

	EV/EBITDA	EV/EBIT	P/E	P/CF	Average	Adjusted for illiquidity	Interest held by Dinamia	45.62%
Value as per comparable multiples	68,560	106,203	96,776	106,141	94,420	66,094	30,154	
						Illiquidity discount		30%
Averages	11.8x	16.1x	14.3x	15.4x				
HAGEMEYER NV	10.5x	14.8x	14.2x					
WESCO INTERNATIONAL INC	10.5x		13.8x	12.8x				
SOLAR HOLDING A/S-B SHS		19.3x						
ELECTROCOMPONENTS PLC	15.6x			18.9x				
PREMIER FARNELL PLC	10.6x	13.6x		13.7x				
WW GRAINGER INC			15.0x					
HOUSTON WIRE & CABLE CO								
FASTENAL CO		16.7x						

Holmes Place Iberia



Chain of Gymnasiums

Initial investment date:	August 2005
Financial year end:	31 December
Acquisition cost:	K€9,070
Interest held by Dinamia Capital Privado, S.C.R.:	20.61%
Value at 31 December 2006 (K€):	10,724
(including the participating loan)	

Summary of the transaction

On 5 August 2005, Dinamia invested a total of K€9,070, consisting of share capital, a share premium and a participating loan, in Colegiata Invest, S.A., a vehicle formed to acquire the entire capital of the companies Holmes Place Holding España S.L. and subsidiaries and Holmes Place Fitness - Gestão e Consultoria em Fitness Lda and subsidiaries. Nmás1 PEF invested the same amount on the same terms as Dinamia. The resulting shareholder structure is as follows:

- Nmás1 Private Equity Fund	20.6%
- Funds advised by Mercapital	41.2%
- Explorer Investments	6.2%
- Executive team	11.4%

The purchase price represents the following acquisition multiple (based on 2005 figures):

EBITDA
7.1x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

Description of the company

Holmes Place Iberia ("HPI") is the leading gymnasium operator in the Iberian Peninsula. The company owns 15 health clubs in Spain and Portugal, 12 under the brand "Holmes Place" and three under the brand "Európolis", which formed part of the British chain Holmes Place, a company that owns more than 80 health clubs throughout Europe. Holmes Place Health Clubs began operating in the Iberian Peninsula in 1997.

It also operates two franchised Holmes Place health clubs in Portugal. Three franchised clubs and one Holmes Place club are currently under construction and will be opened within 18 months.

Company management

HPI's executive team is led by Nick Coutts, who has been appointed Chief Executive Officer. Mr Coutts has over 13 years' experience in the company and has managed "Holmes Place" in Spain and Portugal since 1998.

The executive team is formed by Larissa Araujo, Paulo Soares and Josep Viladot as regional directors of the Holmes Place clubs in Spain and Portugal and the Európolis clubs, respectively, while Roque Sagniere and Rita Alexandra Mano are Finance Directors in Spain and Portugal, respectively, Julio Pedro Carvalho is Commercial and Marketing Director and Andre Groen is Development Director, making a total of 68 years' experience in the sector.

Income statement

*Figures in thousands of euros

	Actual 30.06.2006	Actual 31.12.2005	Actual 31.12.2006
Operating income	30,566	57,718	59,513
EBITDA	7,860	15,304	15,014
EBIT	5,375	10,065	10,998
EBT	n.av.	n.av.	(1,677)
Profit for the year	n.av.	n.av.	(1,677)

The accounts do not include goodwill, transaction costs
or extraordinary items

Balance sheet

*Figures in thousands of euros

<u>ASSETS</u>	Actual	Actual	<u>LIABILITIES</u>	Actual	Actual
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	71,421	58,727	Shareholders' equity	10,436	6,628
Goodwill	49,399	53,165	Participating loan	38,383	33,322
Current assets	3,607	5,084	Long-term creditors	63,973	69,263
Cash and banks	3,463	5,523	Short-term debt	6,603	1,624
TOTAL ASSETS	127,890	122,499	Current liabilities	8,495	11,662
			TOTAL LIABILITIES	127,890	122,499

Description of the market

There are approximately 6,000 gymnasiums in Spain, according to the FNEID (National Federation of Sports Facility Entrepreneurs). According to KPMG, in 2004 turnover in the sector totalled approximately €1,722 million and cumulative annual growth has exceeded 15% since 2000.

According to the Portuguese Gymnasium Association AGAP, the number of gyms in Portugal has grown significantly from 750 in 2002 to 1,000 today. Although there are no statistics, the Portuguese market may be estimated at €309 million, assuming an average monthly price per member of €50 and an average of 515 members per gymnasium.

The sector is enjoying a boom due to increased participation in sports by above-average earners and a growing awareness of the importance of physical fitness, problems caused by obesity and social life aspects of gymnasiums.

The gymnasium market in Spain and Portugal remains highly fragmented, with a large number of small operators or independent clubs, entailing an opportunity to consolidate the sector.

Business evolution in 2006

As in the first half of 2006, Holmes Place Iberia achieved satisfactory results in the second half of the year. The company's figures were in line with 2005, although the business was adversely affected by the relatively high density of the Holmes Place Portugal gyms and by a Portuguese economy that has been stagnant for the last four years.

The slowdown in new memberships was offset by an increase in profit per member and the progressive replacement of off-peak members by full-time members. Secondary revenues increased, generated by product sales and, in particular, by the new personal trainer services.

Nonetheless, despite the 3% growth in revenues, EBITDA reflected the decline in margins, having fallen by 2% on 2005.

The company forecasts growth in 2007 due to the opening or acquisition of new gymnasiums in Spain's major cities (mainly Madrid).

Valuation

More than one year having elapsed since this investment was made by Dinamia, it remains valued at acquisition cost, for reasons of prudence. Consequently, the investment is valued at K€1,814, plus the participating loan and interest accrued during the period (K€8,910), entailing a total value of **K€10,724**.

Aseguramiento Atecsa



Technical Inspection of Vehicles

Initial investment date:	July 2005
Financial year end:	31 December
Acquisition cost:	K€7,125
Interest held by Dinamia Capital Privado, S.C.R.:	50.00%
Value at 31 December 2006 (K€):	7,125

Summary of the transaction

On 5 July 2005, Dinamia acquired the entire capital of Aseguramiento Técnico de Calidad, S.A. (Atecsa). The investment was made by contributing a total of K€7,125, consisting of share capital and a share premium. The company is now owned by Dinamia and Nmás1 PEF, each having a 50% interest.

Description of the company

Atecsa is one of the concession holders that operate the vehicle technical inspection service, or roadworthiness tests, in the Valencia Region. Specifically, the company operates lot number IV, which includes the inspection facilities in Gandía, Játiva, Alzira, Onteniente, Ondara and Alcoy.

In terms of the number of inspections performed in 2005, Atecsa is the largest concession holder in the Valencia region and carried out more than 275,000 roadworthiness tests at six fixed facilities and two mobile facilities.

Company management

The company's General Manager is Mr Manuel Trigo. Mr Trigo has held this post since Dinamia invested in the company. Mr Trigo had previously worked in several different sectors.

Mr Iván Alegre joined the company as Finance Director, on the same date as Mr Trigo. Nonetheless, the company's operations are managed by the same persons as before the transaction.

Income statement

*Figures in thousands of euros

Operating income

EBITDA

EBIT

EBT

Profit for the year

Figures adjusted for extraordinary and non-recurring expenses and transaction costs

	Actual 30.06.2006	Actual 31.12.2005	Actual 31.10.06
Operating income	5,568	10,402	11,038
EBITDA	2,982	4,668	5,823
EBIT	2,605	4,012	5,082
EBT	1,498	3,804	2,809
Profit for the year	1,385	2,944	2,809

Balance sheet

*Figures in thousands of euros

ASSETS

	Actual 31.10.06	Actual 31.12.2005
Fixed assets	8,715	8,944
Goodwill	50,999	-
Current assets	188	626
Cash and banks	2,594	1,355
TOTAL ASSETS	62,496	10,924

LIABILITIES

	Actual 31.10.06	Actual 31.12.2005
Shareholders' equity	11,220	2,882
Long-term creditors	47,260	4,983
Short-term debt	3,146	73
Current liabilities	871	2,987
TOTAL LIABILITIES	62,497	10,924

Description of the market

In Spain, technical inspections of public and private vehicles are carried out under long-term administrative concessions awarded by each Regional Government to private companies. The sector is characterised by sustained and highly predictable growth and by a low-risk profile due to the applicable legal framework.

The market has a total volume of approximately €300 million and a total infrastructure of 264 fixed facilities throughout Spain.

The main growth factors are as follows:

- ✓ Progressive increase in the number of vehicles registered in Spain.
- ✓ Increase in the inspection compliance ratio by vehicle owners, due mainly to increased awareness of security and the tightening of regulations (points-based driving licence). In Spain, the compliance ratio is 68% as compared with 78% in France or 85% in Germany.
- ✓ Introduction of additional mandatory inspections. Examples of this are noise testing (recently brought in by the Valencia Region), electronics testing and safety testing.
- ✓ Probable alignment of the frequency of the obligation to undergo a road worthiness test in Spain and the European average (three years after registration as compared with the current four years).

The Valencia Region has awarded seven concessions under which the service is provided throughout the region. The market volume is estimated at €40 million (1.4 million inspections per annum).

Business evolution in 2006

Atecsa performed well in 2006, in line with the previous year. The growth in revenues of approximately 6% is due to the rise in the number of inspections and the increase in tariffs with respect to 2005.

In 2007, revenues from alternative services such noise testing are expected to increase. These figures were not in line with the previous year in 2006 due to the reduction in the number of scooters inspected.

Valuation

More than one year having elapsed since this investment was made by Dinamia, it remains valued at acquisition cost, for reasons of prudence. Consequently, the company is valued at K€14,250 and Dinamia's stake has a value of **K€7,125**.

émfasis



Mailing and Billing Services

Initial investment date:	April 2005
Financial year end:	31 December
Acquisition cost:	K€8,063
Interest held by Dinamia Capital Privado, S.C.R.:	46.41%
Value at 31 December 2006 (K€): (including the participating loan)	8,779

Summary of the transaction

On 20 April 2005, Dinamia reached an agreement to invest K€8,062.5 in the company “Émfasis Billing & Marketing Services, S.L.”, a vehicle used to acquire the entire capital of the companies Nueva Publimail, S.L., Mecapost, S.A. and Informática Proceso y Cálculo, S.L. The investment consisted of subscribing for a capital increase of K€3,881 and a participating loan of K€4,181.

On 27 April 2006, éMfasis acquired the entire capital of the company Securpost, S.L. using bank financing.

The shareholders of éMfasis are Dinamia and Nmás1 PEF, each of which holds a 46.41% interest, and the executive team, holding the remaining 7.2%.

The purchase price, adjusted for deferred payments subject to 2005 results and the subsequent acquisition of Securpost, S.L. in 2006, represents the following acquisition multiples (based on 2005 figures):

EBITDA*	EBIT
6.1x	9.6x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the “enterprise value”, defined as equity value + debt – cash and banks.

Description of the company

The éMfasis Group leads the fragmented mailing and billing sector. The sector’s reference company was created by acquiring two of the leading companies and its position has since been bolstered by acquiring Securpost in April 2006.

The company’s strategy is focused on consolidating business in the sector by acquiring small companies and on generating economies of scale and synergies by forming a group of the size that does not currently exist in the market.

Company management

The company’s executive team is led by Mr Eusebio Martínez de la Casa. Mr Martínez de la Casa has broad experience in the sector and in related sectors.

In addition, the top executive posts have been strengthened (Finance, Sales and Production Directors).

Income statement

**Figures in thousands of euros*

	Pro forma 30.06.2006	Actual 31.12.2005	Actual 31.12.2006
Operating income	16,557	21,887	29,061
EBITDA	2,736	5,182	5,045
EBIT	1,506	3,226	4,615
EBT	427	1,888	1,532
Profit for the year	329	1,066	973

Figures adjusted for goodwill amortisation, transaction costs and non-recurring costs

Balance sheet

**Figures in thousands of euros*

<u>ASSETS</u>	Actual	Actual	<u>LIABILITIES</u>	Actual	Actual
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	6,363	4,444	Shareholders' equity	5,507	7,804
Goodwill	27,414	20,963	Participating loan	6,272	8,955
Current assets	17,503	9,663	Long-term creditors	21,050	14,209
Cash and banks	2,874	2,355	Short-term debt	3,169	601
TOTAL ASSETS	54,155	37,426	Current liabilities	18,157	5,857
			TOTAL LIABILITIES	54,155	37,426

Description of the market

Mailing segment

Description:

Mailing companies are engaged in handling, enveloping, printing, managing databases and refranking during mass mailing campaigns launched by major companies.

Main features of the segment:

- The main customers are marketing agencies, banks, energy and telecommunications companies and public administrations;
- Business is concentrated on three campaigns per year: March, June and November;
- The finance, telecommunications and energy industries increasingly use invoicing as a marketing method.

Billing segment

Description:

Billing companies send personalised invoices for banks, electricity companies, gas companies, etc.

Main features:

- Customers: Finance, energy and telecommunications companies, and loyalty clubs;
- Concentrated at a specific moment of each month;
- Data confidentiality is a relevant factor;
- Service is increasingly outsourced;
- Possibility of producing at customers' premises;
- Visibility of revenues: generally medium- and long-term contracts.

Business evolution in 2006

Émfasis did not achieve the figures forecast at the beginning of 2006. Although revenues grew, the 2006 budget was not entirely fulfilled.

The budget departure in respect of revenues, relating basically to the Marketing Services business, and the failure to generate all the synergies expected from the integration of the latest acquisition (Mecapost), are the main reasons for the lower-than-budgeted figures.

The integration process is virtually complete, however, and prospects for 2007 are far more healthy. During the optimisation of its production system, the company was able to build loyalty in its main customers, demonstrating a considerable capacity to tailor its production structure to consolidate major accounts, particularly in the billing business, which performed extremely well in 2006.

A substantial improvement in margins is expected in 2007, now that the integration is complete, and the ongoing build-up process should bring new acquisitions during the year.

Valuation

More than one year having elapsed since this investment was made by Dinamia, it remains valued at acquisition cost, in view of the company's evolution, for reasons of prudence. Consequently, the investment is valued at K€3,881, plus the participating loan and interest accrued during the period (K€4,897), entailing a total value of **K€8,779**.

Nonetheless, an illustrative valuation of the éMfasis Group has been prepared on the following basis:

- On the basis of the company's acquisition multiples, equity is valued at K€9,984, entailing a value of K€4,634 for Dinamia's investment.
- Comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, resulting in a value of K€15,863 for the company's equity and K€7,363 for Dinamia's shareholding, plus the participating loan and interest for the period totalling K€4,897, which makes a total value of K€12,260 for Dinamia's investment.

Given the difficulty of finding comparable multiples, a sample of businesses engaged in outsourcing services for companies has been considered.

éMfasis

Figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit	C/F	Net debt*
Results at 31.12.2006	29,061	5,045	4,615	973	1,402	27,617

*Includes participating loan

1) VALUATION USING ACQUISITION MULTIPLES

	EBITDAx	EBITx	Average	Dinamia's interest
Acquisition multiples	6.1x	9.6x		46.41%
Value	3,260	16,709	9,984	4,634

2) VALUATION USING MULTIPLES OF COMPARABLE COMPANIES

	EV/EBITDA	EV/EBIT	P/E	P/CF	Average	Adjusted for illiquidity	Interest held by Dinamia
Value as per comparable multiples	20,246	34,257	14,932	21,213	22,662	15,863	7,363
						Illiquidity discount	30%
Averages	9.5x	13.4x	15.3x	15.1x			
ADECCO SA-REG		17.0x					
AGGREKO PLC	8.5x	15.4x					
BUNZL PLC	10.6x	12.4x	16.4x	13.0x			
DAVIS SERVICE GROUP PLC		10.1x	11.4x				
MITIE GROUP PLC		15.8x		17.7x			
RENTOKIL INITIAL PLC	8.6x	14.1x	11.2x				
SECURITAS AB-B SHS							
VEDIOR NV-CVA	9.9x	11.1x	14.3x	12.0x			
PROSEGUR COMP SEGURIDAD-REGD	9.9x	13.0x	19.4x	12.5x			
RANDSTAD HOLDING NV		13.7x	16.3x	20.5x			
GROUP 4 SECURICOR PLC		11.4x	18.4x				

Bodybell



Chain of Perfumery Stores

Initial investment date:	April 2005
Financial year end:	31 December
Acquisition cost:	K€19,039
Interest held by Dinamia Capital Privado, S.C.R.:	26.77%
Value at 31 December 2006 (K€): (including the participating loan)	26,625

Summary of the transaction

On 18 March, Dinamia reached an agreement to invest K€21,500 in the company The Beauty Bell Chain, S.L., a vehicle used to acquire a majority shareholding in the companies Ibérica de Droguería y Perfumería, S.A. and Compañía de Almacenaje, Distribución y Servicios, S.A. (hereinafter Bodybell). The agreement referred to a capital increase and a participating loan. Dinamia's shareholding in The Beauty Bell Chain, S.L. finally stood at 27.64%. The Spanish Restrictive Practices Department was notified of this operation and approval was obtained on 18 April 2005.

On 29 December, the Group completed a corporate and financial restructuring process and arranged a new financial debt structure with a new syndicate of banks, repaying the original debt. As a result, Dinamia and the rest of the shareholders recovered 105% of their original investment. Each shareholder's interest was slightly diluted in order to allow an increase in the number of shares held by the executive team. Following this dilution, Dinamia holds a 26.77% interest in the company.

The rest of the capital is held by Nmás1 PEF (26.77%), other financial investors, the selling families and the executive team.

Description of the company

Bodybell has more than 120 stores in the channel referred to in Spain as "Droguería y Perfumería Moderna". The group's activities include the retailing of high-end perfumes, low-end perfumes, household cleaning materials and products, etc., and the wholesaling of low-end perfumes and household cleaning materials and products.

The group's strategy consists of intensifying business growth on the basis of the model that has been successful in the past.

Company management

Mr Francisco Martín Consuegra has been appointed Managing Director. Mr Martín Consuegra has long experience in the distribution sector. Prior to joining the group he was an executive in the Leche Pascual Group.

The company also employs two of the sector's most experienced and reputed executives, Mr Juan José Carballo and Mr José Cabanas. Mr Carballo, the General Manager, has been with the company for more than 30 years. The company's success and the development of a business concept that has made Bodybell the channel's flagship are largely attributable to him. Mr Cabanas, the group's Finance Director, has been with the company for more than 20

years. He is also the Vice-Chairman and CEO of GPD and the General Secretary of Adaps, the sector's two main associations.

Income statement

**Figures in thousands of euros*

	Actual 30.06.2006	Actual ⁽¹⁾ 31.12.2005	Actual 31.12.2006
Operating income	95,267	182,883	193,006
EBITDA	13,927	25,970	28,427
EBIT	11,548	21,488	23,310
EBT	5,668	13,717	11,266
Profit for the year	5,668	9,829	7,468

*Figures adjusted for goodwill amortisation,
transaction costs and non-recurring costs*

Balance sheet

**Figures in thousands of euros*

<u>ASSETS</u>	Actual 31.12.2006	Actual 31.12.2005	<u>LIABILITIES</u>	Actual 31.12.2006	Actual 31.12.2005
Fixed assets	31,752	22,296	Shareholders' equity	-75,561	18,604
Goodwill	125,217	132,105	Participating loan	185,085	59,339
Current assets	64,779	55,137	Long-term creditors	94,515	113,018
Cash and banks	33,577	7,996	Short-term debt	15,171	1,088
TOTAL ASSETS	255,324	217,534	Current liabilities	36,115	25,484
			TOTAL LIABILITIES	255,324	217,534

Description of the market

The market for perfumery products and cosmetics has grown steadily in Europe (4%) and in Spain (7%) and is estimated to total €54 billion in Europe and €7.6 billion in Spain.

According to market specialists, the main worldwide trends indicate that this growth will be maintained in coming years, fed by increasing demand for beauty and high-end products, the maintenance of the historical trend in women's perfumes and cosmetics, and the more recent interest throughout the sector in men's cosmetics and skincare products.

The Spanish market for perfumery and household cleaning products is highly fragmented, there being more than 19,000 outlets and dozens of small local chains. Bodybell's market share is estimated at 7%.

Business evolution in 2006

As in the first half of the year, Bodybell achieved above-market growth in its main segment (retail distribution through specialised stores) for the whole of 2006. The sharp growth in revenues and EBITDA in comparison with 2005 is due largely to the group's aggressive opening of new sales outlets, giving rise to considerable commercial activities and organic growth.

At year-end 2006 the company had 119 operational outlets, having succeeded in combining its outlet opening policy with a process of financial and corporate restructuring, which culminated in the refinancing of its entire financial debts in December 2006. The original debt was therefore repaid practically in one year, when new financing was obtained from a new syndicate of banks.

As a result of the restructuring process, Dinamia recovered 105% of its initial investment while maintaining virtually the same shareholding and financial interest in the company. Following the slight dilution in order to allow an increase in the executive team's investment, Dinamia's interest stands at 26.77% of the Bodybell Group's share capital.

Valuation

The Bodybell Group has been valued using the following method:

- Comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, resulting in a value of K€28,092 for the company's equity and K€7,520 for Dinamia's shareholding, plus the participating loan and interest for the period totalling K€19,105, which makes a total value of K€26,625 for Dinamia's investment.

As a result of the refinancing operation, Dinamia's investment in Bodybell has been valued based only on market multiples, arriving at a value of K€28,092 for the company and K€7,520 for Dinamia's interest, plus the participating loan and interest for the period totalling K€19,105, which makes **a total value of K€26,625 for Dinamia's investment**

Bodybell

Figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit	C/F	Net debt*
Results at 31.12.2006	193,006	28,427	23,310	7,468	12,586	261,193

*includes participating loan

VALUATION USING MULTIPLES OF COMPARABLE COMPANIES							
	EV/EBITDA	EV/EBIT	P/E	P/CF	Average	Adjusted for illiquidity	Interest held by Dinamia
Value as per comparable multiples	(8,563)	(32,122)	85,825	115,387	40,132	28,092	26.77%
						Illiquidity discount	30%
Averages	10.9x	9.8x	11.5x	9.2x			
BARNES & NOBLE INC		10.3x		8.1x			
BED BATH & BEYOND INC	9.9x	11.2x					
GUITAR CENTER INC							
HMV GROUP PLC	4.6x	6.6x	9.3x	5.6x			
MICHAEL HILL INTL LTD	10.9x	14.1x		11.9x			
OFFICE DEPOT INC							
PARIS MIKI INC		7.5x	13.7x				
WH SMITH PLC		9.3x		11.1x			
STAPLES INC	10.1x						

Segur Ibérica Group



Security Services

Initial investment date:	March 2004
Financial year end:	31 December
Acquisition cost:	K€9,724
Interest held by Dinamia Capital Privado, S.C.R.:	17.86%
Value at 31 December 2006 (K€):	9,724

Summary of the transaction

On 23 March 2004 Dinamia completed an investment totalling K€9,500 in the company Coranzuli S.L., a vehicle created for the acquisition of the entire capital of the holding company pertaining to the Segur Ibérica Group (Segur Ibérica). This investment, which entailed subscribing for a share capital increase in the stated amounts, resulted in an 18.1% shareholding in Segur Ibérica. Subsequently, once the executive had acquired shares in the company, Dinamia's interest in Segur Ibérica stood at 17.86%.

At the end of 2004, the merger process whereby Segur Ibérica, S.A. became the group's holding company was completed by absorbing Coranzuli S.L. Segur Ibérica S.A. now has two subsidiaries: Segur Control, S.A. and Consorcio de Servicios S.A.

Segur Ibérica, S.A. has the following shareholder structure:

Shareholders:

Dinamia	17.8%
Nmás1 PEF LP	17.8%
Corfin Capital	35.6%
MCH Private Equity	13.1%
Espiga Capital	11.3%
Management	4.4%
Total	100.0%

The purchase price represents the following acquisition multiples (based on 2003 figures):

EBITDA*	EBIT
7.1x	7.8x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

Description of the company

The Segur Ibérica Group is one of the leading security service providers in Spain, engaging in three areas of business: surveillance services, installation and management of alarm systems and installation of security systems.

The company's strategy is designed to take advantage of the growth taking place in the security sector to consolidate its position as the number three company in the Spanish market, after Prosegur and Securitas.

Company management

In 2004 changes were made affecting the group's management. The office of Chairman, previously held by Mr Antonio Mateos, is now held by Mr Ramón Gil, who was previously the group's General Manager. Both have been group executives since the beginning of the nineteen eighties. During this time they have focused on the security business.

In October 2004, Mr José Luis Novales, the former General Manager of Vinsa (ONCE Group's security company), was taken on as General Manager of Segur Ibérica. Mr Ángel Ruiz and Mr Eduardo Gutiérrez were also hired as Commercial Director and Technical Director, respectively. They both previously worked with Mr Novales at Vinsa and have broad experience in the private security sector.

Income statement

**Figures in thousands of euros*

	Actual 30.06.2006	Actual 31.12.2005	Actual 31.12.2006
Operating income	94,071	186,140	199,117
EBITDA	6,581	17,303	11,507
EBIT	5,914	15,614	10,245
EBT ⁽¹⁾	4,225	13,746	6,897
Profit for the year ⁽¹⁾	2,747	10,273	5,575

(1) EBT and Profit for the year adjusted for goodwill and extraordinary items

Balance sheet

**Figures in thousands of euros*

ASSETS	Actual	Pro forma	LIABILITIES	Actual	Pro forma
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	9,593	12,403	Shareholders' equity	60,677	60,432
Goodwill	82,884	85,277	Long-term creditors	44,343	51,938
Current assets	66,907	65,510	Prov. for liabilities and charges	2,053	2,467
Cash and banks	3,452	1,243	Short-term debt	16,743	9,315
TOTAL ASSETS	162,835	164,433	Current liabilities	39,020	40,281
			TOTAL LIABILITIES	162,835	164,433

Description of the market

The security sector in Spain shows the following features:

Security services:

- Increased outsourcing of security services by both the public and private sectors.
- Major entry barriers owing to the influence of size and brand name when pursuing large contracts.

Alarm installation and management:

- Low market penetration in Spain. High growth prospects.
- Considerable economies of scale.

Installation of security systems:

- Growth linked to the integration of security services, alarms and installation services.
- Innovation: a key to the development of this business.

Business evolution in 2006

The Segur Ibérica Group achieved 7% revenues growth in 2006, when the main driver was the security business. The Group's revenues amounted to approximately €200 million, nearly 80% of which related to security services.

As in the first half of the year, profits and EBITDA were adversely affected by the major security systems segment, due to the completion of the work at Banco Santander's "Financial City" and in Morocco. This decline in revenues, combined with a reduction in margins, had a direct impact on 2006 EBITDA.

In the coming year, the Segur Ibérica Group expects to strengthen its core business and to grow in its other business lines, such as fire control and detection, a segment that performed well following an acquisition in the previous year.

Additionally, the Segur Ibérica Group's shareholders, including Dinamia Capital Privado, acquired the EAS Group at the end of 2006 in order to boost the less developed business lines: alarms and security systems.

This operation was completed through the investment vehicle Hortus Mundi S.L., which is owned by the shareholders in the same proportion as their interests in the Segur Ibérica Group. The acquired group will be merged into the Segur Group during 2007.

Valuation

In view of the company's business evolution, the acquisition cost value is maintained for reasons of prudence. Dinamia's interest in Segur Ibérica is therefore valued at **K€9,724**.

Nonetheless, an informative valuation of Segur Ibérica Group has been prepared in accordance with the following criteria:

- On the basis of the company's acquisition multiples, equity is valued at K€23,179, entailing a value of K€4,140 for Dinamia's investment.

- A comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, results in equity of K€54,432 and a value of K€9,721 for Dinamia's investment.

Segur Ibérica Group

figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit	C/F	Net debt*
Results at 31.12.2006	199,117	11,507	10,245	5,575	6,837	57,634

1) VALUATION USING ACQUISITION MULTIPLES

-

	EBITDAx	EBITx	Average	Dinamia's interest
Acquisition multiples	7.1x	7.8x		17.86%
Value	24,374	21,985	23,179	4,140

2) VALUATION USING MULTIPLES OF COMPARABLE COMPANIES

	EV/EBITDA	EV/EBIT	P/E	P/CF	Average	Adjusted for illiquidity	Interest held by Dinamia
Value as per comparable multiples	57,654	74,512	107,223	71,651	77,760	54,432	9,721
						Illiquidity discount	30%
Averages	10.0x	12.9x	19.2x	10.5x			
ADECCO SA-REG	12.8x	15.1x					
AGGREKO PLC	7.0x	13.7x	18.0x	7.3x			
BUNZL PLC	9.1x	10.2x		10.5x			
DAVIS SERVICE GROUP PLC							
MITIE GROUP PLC	10.0x	12.0x	17.0x	13.1x			
RENTOKIL INITIAL PLC	7.6x	12.3x					
SECURITAS AB-B SHS	10.0x	14.8x	17.2x	10.1x			
PROSEGUR COMP SEGURIDAD-REGD	9.4x	12.6x	18.2x	11.5x			
RANDSTAD HOLDING NV	15.9x		21.3x				
GROUP 4 SECURICOR PLC	8.3x	12.5x	23.6x	10.3x			

General de Alquiler de Maquinaria (GAM)



Machinery Rental

Investment date:	July 2003/July 2004
Sum invested:	K€2,957
Financial year end:	31 December
Interest held by Dinamia Capital Privado, S.C.R.:	10.38%
Value at 31 December 2006 (K€):	42,876

Summary of the transaction

Dinamia commenced this build-up project in the machinery rental sector in July 2003. The project consisted of acquiring three leading companies in the machinery and crane rental sector, which served as a platform to consolidate the sector. The transaction included the acquisition of the entire capital of Alquioviedo (Asturias) and Cabrera (Andalusia), and the entire capital, in two stages, of Aldaiturriaga (Basque Country, Madrid and southeast Spain). Several more companies have since been acquired.

Description of the company

GAM is the result of the integration of three relevant companies operating in a highly fragmented sector (Alquioviedo, Aldaiturriaga and Cabrera). Subsequently, the companies TC Renta Más (remaining 50%) and SAFE 2000 were acquired in 2004 and J. Crespo in 2005. The initial aim was to create a platform large enough to provide the original group with full geographic coverage of the Iberian Peninsula, comprising operating bases in all main areas and a broad and deep product range to offer customers a comprehensive service.

As regards customers, besides continuing to serve local builders previously served by the acquired companies, GAM has become a reference provider of comprehensive services for the large national construction companies throughout Spain.

Company management

The project is led by Mr Pedro Luis Fernández. Mr Fernández has broad experience in the sector, in which he has been involved for more than 20 years. In the past he ran his own sector company (Caprisa).

The current executive team is based in Oviedo and, in addition to Mr Fernández, comprises a Finance Director, a Purchasing Director and a Human Resources Director, who are also Group shareholders. Each geographic area has its own structure and an employee responsible for the area office.

Business evolution in 2006

As regards performance in 2006, the company's periodic public information may be consulted, which is in turn published by the regulator (CNMV).

Valuation

As a result of the company's flotation, Dinamia's interest in GAM is valued at its market price. On the basis of the number of shares held, the share price and outstanding transaction costs, **Dinamia's investment is valued at K€42,876**

High Tech Hoteles



Hotel Chain Management

Investment date:	January 2003 / January 2004 / October 2005
Sum invested:	K€13,000
Financial year end:	31 December
Interest held by Dinamia Capital Privado, S.C.R.:	45.11%
Value at 31 December 2006 (K€):	31,149

Summary of the transaction

In January 2003, Dinamia invested K€9,500 in the hotel chain High Tech through a transaction combining a share purchase and subscription for a share capital increase. The company's capital was structured on the basis of ordinary and preference shares. In February 2004 and October 2005, Dinamia invested K€1,750 and K€750, respectively, in addition to the initial investment, as part of the commitment made with the executive team when the initial investment was agreed.

Nmás1 Private Equity Fund LP has invested the same sum on the same terms as Dinamia. The executive team also holds a 10.92% interest.

Investments made by the company before Dinamia first invested amounted to approximately €12 million (€9 million contributed by the former financial partner and around €3 million invested by the executive team³).

On 27 January 2006, the Universal General Meeting of High Tech Hotels & Resorts, S.A. resolved to increase capital by K€2,000 by issuing preference shares. Dinamia subscribed and paid up K€1,000 of that amount.

Following the operation, Dinamia's investment totals K€13,000, representing a 45% shareholding in High Tech Hotels & Resorts, S.A.

Description of the company

High Tech Hotels & Resorts, S.A. is a hotel chain operating in the three-star and three-star+ segment for business customers and city tourists. It currently has 29 hotels, mainly located in Madrid (19 hotels) and in the larger provincial capitals. Twenty are operational and the rest will be opened as their remodelling work is completed. When the company was acquired, High Tech had 10 contracted hotels, of which four were operational⁴.

³ The contribution made by the executive team consisted of cash contributions (€1.9 million) and estimated non-cash contributions (€1.2 million).

⁴ Number of hotels net of those that did not suit the chain's strategy and were closed shortly after acquisition.

The company plans to create a leading chain in its segment comprising approximately 40 clearly distinguishable, reputable hotels in a segment that is now highly fragmented and characterized by family management with little brand recognition.

Company management

The Company is managed by five executives who formerly worked for the Tryp chain, which they left after the purchase of Tryp by Sol Meliá in order to open their own chain of hotels. They are very experienced in the sector and closely involved in this project. These five executives have made a significant investment in the company and hold 40% of its share capital. They are Mr Antonio Fdez Casado (General Commercial Director), Mr Javier Candela (General Finance Director), Mr Tomás Baztarrica (Human Resources Director), Mr Antonio Frutos (Technical Director) and Mr Francisco Sánchez (IT Director).

Income statement

*Figures in thousands of euros

	Actual 30.06.2006	Actual 31.12.2005	Actual 31.12.2006	Pro forma ¹ 31.12.2006
Sales	21,278	26,525	45,400	57,883
EBITDA	6,085	6,805	12,616	16,129
EBIT	539	(1,655)	1,803	N.AV.
EBT	(40)	(2,422)	(1,175)	N.AV.
Profit	(40)	(2,422)	(1,331)	N.AV.

(1) Pro forma 2006 figure calculated by Deloitte assuming that all the hotels have been open to the public since the first day of the year

Balance sheet

*Figures in thousands of euros

<u>ASSETS</u>	Actual	Actual	<u>LIABILITIES</u>	Actual	Actual
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	70,589	53,873	Shareholders' equity	15,660	15,039
Current assets	10,213	11,302	Provisions	737	405
Cash and banks	1,070	794	Long-term creditors	24,605	14,320
TOTAL ASSETS	81,871	65,969	Current liabilities	40,870	36,204
			TOTAL LIABILITIES	81,871	65,969

Description of the market

The three-star and three-star+ hotel segment shows the following features:

- These hotels are the backbone of the hotel sector in Spain, accounting for more than 33% of all establishments and 45% of bed capacity.
- Since 1987, occupancy of three-star hotels has been the highest in the hotel sector.
- The three-star segment is the least affected by the current recession in the Spanish hotel sector and has maintained the previous year's levels.
- The segment is dominated by relatively unprofessional family management and is therefore highly fragmented, there being no clear leading brand.
- There are several well-defined entry barriers. The large international chains (Accor, Six Continents, Starwood, Hyatt, etc.), which have shown great interest in the Spanish market, have experienced entry difficulties caused by the lack of transparency in small established

- chains and the absence of chains of a certain size that would allow them to enter the Spanish market on a solid footing.
- Furthermore, the presence of a domestic promoter has been seen to be a key to the success of chains in Spain.

Business evolution in 2006

High Tech Hotels achieved considerable growth in revenues and EBITDA in 2006, driven mainly by the opening of five hotels in the first half and by high levels of operating efficiency at the pre-existing hotels, occupancy in 2006 having reached around 80%, well above the hotel industry average.

Five new hotels were opened in the first half of 2006 (four in Madrid (Jorge Juan, Tres Cruces, Plaza del Carmen and Alcalá Torre) and one in Seville (Santa Cruz)) to reach a total of 23 operational hotels and a total portfolio of 29, in line with the initial business plan.

The company closed the year above budget, EBITDA having risen by more than 80% on 2006 due to the excellent performance of the hotels. The company plans to open more new hotels in 2007 and to fulfil the objective of opening around five hotels every year.

Valuation

The High Tech Group has been valued using the following method:

- A comparison with the multiples of other European and US sector companies, applying a 30% illiquidity discount, results in a value of K€86,120 for equity, entailing a value of K€31,149 for Dinamia's investment.

As a result of the company's performance, the value of Dinamia's investment in High Tech has been increased. On the basis of the market multiples, the company is valued at K€86,120, entailing **a value of K€31,149 for Dinamia's interest**

High Tech Group

Figures in thousands of euros

	Sales	EBITDA	Net debt*
Results at 31.12.2006	57,883	16,129	79,768

*Includes fixed asset suppliers

VALUATION USING MULTIPLES OF COMPARABLE COMPANIES				
	EV/EBITDA	Adjusted		Interest held by
		Average	for illiquidity	Dinamia 36.17%
Value as per comparable multiples	123,029	123,029	86,120	31,149
			Illiquidity discount	30%
	<u>EV/EBITDA</u>			
Averages	12.6x			
ACCOR SA	10.5x			
SOL MELIA SA	12.7x			
NH HOTELES SA	14.9x			
WHITBREAD PLC	12.1x			
HILTON HOTELS CORP	12.1x			
STARWOOD HOTELS & RESORTS	13.2x			
FELCOR LODGING TRUST INC	12.5x			

Ydilo Advanced Voice Solutions, S.A.



Advanced Voice Services

Initial investment date:	April 2001/June 2001
Financial year end:	31 December
Acquisition cost:	K€1,470
Interest held by Dinamia Capital Privado, S.C.R.:	7.06%
Value at 31 December 2006 (K€):	1,470

Summary of the transaction

The investment was made in April and June 2001, when Ydilo carried out two share capital increases forming a single round of financing in which all its shareholders (non-executive) participated and Dinamia was the only outside investor invited directly by the company's managers and founders.

In January 2003, Dinamia, together with the other financial investors and in accordance with shareholder agreements, acquired K€27 in shares in Ydilo from one of the company's founders, who exited the project. As a result, Dinamia's interest rose to 6.52% from 5.98%. In February 2005, Dinamia invested a further K€50 in Ydilo's capital to increase its interest from 6.52% to 7.06%. The remaining shareholders are listed below:

➤ Executive team and option plan	31.52%
➤ Corporación IBV	19.57%
➤ Mercapital	24.46%
➤ Ericsson Innova	17.39%

Description of the company

Ydilo specialises in developing applications and providing services based on natural voice recognition and text-to-speech technologies. In recent years, these technologies have developed considerably, particularly in the United States, due to the wide range of opportunities offered by automated telephone services.

Ydilo provides advanced voice services in ASP formats, vertical solutions and ticketing applications.

In the ticketing area, Ydilo has implemented Europe's first automatic show ticket selling services using natural voice recognition applications. As regards sports events, Ydilo has pioneered the sale of football match tickets for customers such as Real Madrid and the Spanish Football Federation. In ASP services, the company offers partial or complete automation of operator-assisted call centres. The company operates some of Europe's largest automated call centres, processing tens of millions of calls each year, many of which are accompanied by transactional services. Finally, for customers that cannot contract Ydilo's services in ASP format for data and content confidentiality reasons, the Company offers vertical solutions that combine its own technology with the solutions of third parties with which it has reached value-added reseller agreements.

Since the middle of 2005, Ydilo has pioneered the world's first technological platform that seeks to integrate voice technologies with audiovisual formats. The completion of this platform has led to the marketing of the first multimedia application for mobile telephony that combines voice and image in the same customer services, for a telco customer. In 2006 the company has begun to adapt this multimedia platform to the Internet. The aim is to extend Ydilo's potential customer base into the Internet, where telephony services (voice on IP) are growing rapidly.

Its customers include Vodafone, ING, El Corte Inglés, Retevisión, Air Miles, Grupo Logístico Santos, Real Madrid and the Spanish Traffic Authority (DGT).

Company management

The company is led by Mr Javier Álvarez Vara (Chairman) and Mr Domingo López Montesdeoca (General Manager).

Income statement

**Figures in thousands of euros*

	Actual 30.06.2006	Actual 31.12.2005	Actual 31.12.2006
Operating income	4,777	9,481	9,936
EBITDA	971	2,515	2,043
EBIT	515	1,620	1,370
EBT	475	1,536	1,299
Profit for the year	475	1,536	1,299

Balance sheet

**Figures in thousands of euros*

<u>ASSETS</u>	Actual	Audit	<u>LIABILITIES</u>	Actual	Audit
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	3,219	3,512	Shareholders' equity	5,831	4,468
Current assets	5,185	4,290	Long-term creditors	559	1,653
Cash and banks	1,076	1,289	Short-term debt	1,951	1,758
TOTAL ASSETS	9,481	9,090	Current liabilities	1,139	1,211
			TOTAL LIABILITIES	9,481	9,090

Description of the market

The use of phoneme, voice synthesis and acoustic model recognition technologies has undergone extensive development over the past few years. This trend is expected to be unstoppable in the coming decade, since the human voice is the communications interface “par excellence”. The main suppliers of these base technologies, such as Scansoft/Nuance, Microsoft and IBM, are working on new recognition systems based on statistical models that allow them to offer more open, intuitive, flexible and direct solutions than those currently available. The technologies are also being adapted to new languages in order to increase the potential for end-user applications and services.

Ydilo carries on business in accordance with a substitution model. The business model consists basically of replacing a labour-intensive activity (call centre operators) with technology-intensive solutions that allow the partial or complete automation of voice transactions between users and call centres. Automation and the incorporation of these technologies also allows the potential range of services to be increased and the number of application users to be scaled. Additionally, Ydilo provides customers with all kinds of analytical, statistical and data mining information on the use of its applications.

The company continues to stay ahead of competitors in its natural market in terms of both the proven quality of the technological platform and the level of specialisation and complexity of its voice applications. However, the growing demand for applications based on such technologies (practically all new tenders for call-centre-based CRM services require partial automation) is attracting large multinationals specialised in outsourcing. In general, the latest cycle in the telecommunications and technology market has been more dynamic and has brought an increase in technology investments by companies operating large call centres in Spain.

Business evolution in 2006

The limited success of third-generation telephony explains the insignificant growth in Ydilo's revenues at year-end 2006, having risen by 1% on 2005. Voice applications performed worst in commercial terms.

In 2006 the company invested in telephony ports and multimedia services, in response to the demand from Spanish companies, basically in relation to 2007, so as to enhance its competitiveness and productivity.

During 2007 the deployment of terminals and networks using the new 3G terminology is forecast to increase, which will allow Ydilo to develop its technology and provide services to all the domestic operators. The company's international business will also be benefited.

Valuation

Although the company ceased to be an early-stage investment at the end of 2005, the acquisition cost of **K€1,470** is maintained.

Undesa Group



Development, Production and Marketing of Oleo-chemical Products

Investment date:	July 2000
Financial year end:	31 December
Acquisition cost:	K€9,567
Interest held by Dinamia Capital Privado, S.C.R.⁵:	49.09%
Value at 31 December 2006 (K€):	10,965

Summary of the transaction

In July 2000, Dinamia led an LMBO (leveraged management buyout) of the Undesa Group, formed by Unión Deriván, S.A. and Undesa Italia, S.r.L (formerly Mirachem, S.r.L.), both subsidiaries of Reckitt-Benckiser. The transaction was leveraged by means of a bank loan of €26 million from BNP Paribás.

Dinamia holds a 49.09% interest (undiluted and adjusted for own shares). The other shareholders are as follows:

- Funds managed by Corpin 28.88%
- Funds managed by Espiga 18.77%
- Executive team 3.26%

The purchase price represents the following acquisition multiples (based on 1999 figures):

EBITDA*	EBIT
4.2x	6.3x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

Description of the company

The Undesa Group is formed by Unión Deriván, S.A. and Undesa Italia S.r.L. (formerly Mirachem, S.r.L). It is an industrial group specialised in chemicals that develops, manufactures and sells oleo-chemical products (fatty acids, glycerines and derivatives). The two companies formed part of the Fatty Acids Division of Reckitt Benckiser, one of the largest manufacturers of detergents and household cleaning products.

Undesa produces a wide range of fatty acids and derivative products (stearine, olein, esters, stearates, ester-quats, stabilizers, etc.) that are manufactured to meet the requirements of a wide and traditional base of industrial customers. The main customers pertain to the detergent, cosmetics, tyre, paint, chemical and pharmaceutical sectors. The Company exports close to 40% of its products.

⁵ Adjusted for own shares.

The Group is the fourth largest producer of fatty acids in Europe, is the leader in Spain and is ranked second in Italy. Its three factories located in Barcelona, Zaragoza and Bologna have a total annual production capacity of more than 100,000 tonnes.

Company management

The company's CEO is Mr Santiago Bargaño, who has held this post for over 10 years and is based in Barcelona. In 2002 a new General Manager was hired in Italy to drive the development of the Bologna factory which, in the opinion of management, could improve significantly.

Income statement

*Figures in thousands of euros

	Actual 30.06.2006	Audit 31.12.2005	Actual 31.12.2006
Operating income	40,687	78,426	80,642
EBITDA	1,949	5,283	3,521
EBIT	-163	1,448	-202
EBT ⁽¹⁾	-262	1,129	-497
Profit for the year ⁽¹⁾	-301	728	-497

(1) EBT and Profit for the year adjusted for goodwill and extraordinary items

Balance sheet

*Figures in thousands of euros

<u>ASSETS</u>	Actual	Audit	<u>LIABILITIES</u>	Actual	Audit
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Own shares	1,625	1,485	Shareholders' equity	23,353	25,186
Fixed assets	20,033	21,502	Pension fund	1,263	1,295
Current assets	31,191	27,578	Long-term creditors	174	246
Cash and banks	148	338	Short-term debt	4,230	4,832
TOTAL ASSETS	52,997	50,902	Current liabilities	23,978	19,344
			TOTAL LIABILITIES	52,997	50,902

Description of the market

Oleo-chemical products are obtained from natural animal and vegetable fats and oils such as tallow, palm oil, rapeseed oil, sunflower oil, coconut oil, fish oils, etc. Generally, they may be classified into the following three categories: fatty acids, glycerine and fatty acid derivatives such as esters, amides, stearates, lubricants, etc. Undesa produces all three categories.

These products are used in a wide range of applications. In many cases they replace petrochemical products. The main final uses relate to the detergent and cleaning industries (35%), plastics (14%), paint and adhesives (12%), lubricants (12%), paper and textile (6%) and food (6%). The main use by volume relates to the manufacture of surfactants to be used in the production of detergents. However, other areas such as additives for polymers, additives for cosmetics and even food additives are growing in significance and allow broad diversification of final demand, which benefits the business.

The estimated annual global consumption of fatty acids totals 4.8 million tons, Europe being the largest consumer. The annual consumption of glycerine totals approximately 700,000 tons,

including 150,000 tons of synthetic glycerine. Europe accounts for close to 30% of worldwide glycerine consumption. In Europe, Germany is the largest market for oleo-chemical products, with close to 31% of total consumption, followed by France (20%), England and Italy (15%) Benelux (9%) and Spain (8%). It is a mature market that tends to grow in line with the general economy.

Business evolution in 2006

Unión Deriván's revenues for 2006 were slightly up on 2005 (2.8%). However, the market situation remained extremely complicated, particularly for Undesa Italy, and demand continued to decline. The company did not manage to minimise the impact of rising fuel prices and other variable costs, which once again caused profit margin cuts that could not be passed on to final customers.

Prospects for 2007 are not promising, given the instability of raw material costs and demand. However, shock tactics such as the rationalisation of the company's resources may have a positive effect in 2007.

Valuation

The Undesa Group has been valued using the following methods:

- On the basis of the company's acquisition multiples, equity is valued at K€10,502, entailing a value of K€5,147 for Dinamia's investment.
- A comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, results in equity of K€25,477 and a value of K€11,965 for Dinamia's investment.

For reasons of prudence, in view of the low cost price and the value obtained using the above methods, **Dinamia's investment is finally valued at €10,917**, taking into account the value of the preference shares at 31 December 2006.

Undesa Group

figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit	C/F	Net debt
Results at 31.12.2006	80,642	3,521	(202)	(497)	3,226	4,255

1) VALUATION USING ACQUISITION MULTIPLES

	EBITDAx	Average	Dinamia's interest
Acquisition multiples	4.2x		49.01%
Value	10,502	10,502	5,147

2) VALUATION USING MULTIPLES OF COMPARABLE COMPANIES

Value as per comparable multiples	EV/EBITDA	P/CF	Adjusted		Interest held by	
			Average	for illiquidity	Dinamia	46.97%
	27,583	45,208	36,395	25,477	11,965	
			Illiquidity discount		30%	
Averages	9.0x	14.0x				
RHODIA SA	9.7x	7.8x				
CIBA SPECIALTY CHEMICALS-REG	8.5x	17.7x				
CLARIANT AG-REG	6.2x	22.1x				
CRODA INTERNATIONAL PLC	13.6x	25.7x				
SOLVAY SA	8.4x	7.8x				
EMS-CHEMIE HOLDING AG-REG	10.3x	9.5x				
KONINKLIJKE DSM NV	6.6x	7.5x				

Net TV



Unencrypted Digital Terrestrial Television

Investment date:	June 2000
Financial year end:	31 December
Acquisition cost:	K€280
Interest held by Dinamia Capital Privado, S.C.R.:	2.29%
Value at 31 December 2006 (K€):	280

Summary of the transaction

In June 2000, Dinamia acquired a 1.5% interest in the Net TV consortium. When TF-1 ceased to be a shareholder in July 2002, Dinamia increased its stake slightly to 1.64%. In July 2004, Dinamia participated in the capital increase carried out by Dinamia Telemática, S.L., having paid in K€110. The funds were employed to participate in the capital increase in Net TV completed in December 2004, increasing the interest in Net TV from 1.64% to 1.71%. In December 2005, Dinamia acquired all Dinamia Telemática's shares in Net TV, as part of the liquidation of Dinamia Telemática, thereby obtaining a direct holding of 2.29% in Net TV at an acquisition cost of K€140. Subsequently, the necessary contributions have been made to ensure the proper functioning of the company, up to a total cost of K€280.

The remaining shareholders are listed below:

➤ Pantalla Digital ⁶	60.44%
➤ Europroducciones	9.84%
➤ Other	27.43%

Description of the company

The Net TV consortium was created in June 2000 by several of the major media groups operating in Spain and in Europe. In November 2001 the consortium obtained one of two licenses for unencrypted digital terrestrial television broadcasting. The consortium has been preparing the new channel's launch strategy and the launch investments will soon be made. The payments made by shareholders have been minor amounts to cover the expenses deriving from license tender and the company's limited activities to date.

Valuation

In view of the company's start-up status and since operations have not yet commenced, in accordance with EVCA guidelines this investment is valued at acquisition cost **and therefore Dinamia's holding is valued at K€280.**

⁶ Majority owned by the Vocento Group.

Nicolás Correa Anayak Group



Design, Manufacture and Marketing of Machine Tools

Investment date:	September 1999
Sum invested:	K€6,045
Financial year end:	31 December
Interest held by Dinamia Capital Privado, S.C.R.:	15.35%
Value at 31 December 2006 (K€):	7,199

Summary of the transaction

In September 1999, Dinamia led the MBO of this company and acquired a 56.87% interest in its share capital. It held an option to acquire an additional 6.19% at the same price, which it exercised in December 2000.

On 26 July 2005, the Boards of Directors of Anayak and Nicolás Correa, S.A. signed a protocol for the merger of the two companies. The operation entailed first spinning off certain non-strategic assets from Nicolás Correa (real estate activities and high-pressure machinery used in food preservation), which were excluded from the transaction due to their immaturity, resource consumption and lack of synergies with the machine tool business. This business combination is justified by the significant commercial, R&D and streamlining synergies generated. The share exchange ratio applied attributed a value for Nicolás Correa (post-spin-off) equal to 2.5x the value of Anayak. Dinamia therefore holds 17.86% of the resulting company.

Description of the company

The Nicolás Correa Anayak Group is engaged in the design, manufacture and marketing of medium to large-sized machine tools (milling and machining equipment). The size of the mills is directly related to their complexity: the larger the machine the more complex it is, the higher its added value and, logically, the higher the margin. In fact, the smaller machines manufactured in Asia have taken over a part of the European market. Asian manufacturers focus on smaller, less sophisticated machines that can be mass produced using machinery at a low cost. For this reason, in Europe mostly larger machines are manufactured. As they are more complex, they generate higher added value and technical assistance is essential. They are also difficult to integrate into a mass production line.

Business evolution in 2006

As regards performance in 2006, the company's periodic public information may be consulted, which is in turn published by the regulator (CNMV).

Valuation

Following the merger of Anayak and Nicolás Correa, Dinamia held 1,926 thousand shares at 31 December 2006, representing 15.35% of total capital. In accordance with EVCA guidelines, the group's value must be reduced by 20% due to the illiquidity deriving from the lock-up clause accepted by Dinamia. Consequently, **Dinamia's stake is valued at K€7,199.**

NEA share price at 31.12.2006	4.67 €
Number of NEA shares held by Dinamia (thousand)	1,926
Value of shares held (K€)	8,999
Illiquidity discount	20%
Market value of Dinamia's investment (K€)	7,199

Arco Bodegas Unidas



Bodegas Unidas

Winery

Investment date:	March 1999
Sum invested:	K€17,051
Financial year end:	31 December
Interest held by Dinamia Capital Privado, S.C.R.:	8.36%
Value at 31 December 2006 (K€):	18,040

Summary of the transaction

In March 1999, Arco Bodegas Unidas (formerly Berberana Group) reorganised its shareholder structure when 56% of the company was purchased from NH Hoteles (formerly Cofir) by several shareholders, including Dinamia. In March 2000, share capital was increased by €30 million, of which Dinamia subscribed for €12 million, raising its holding to 8.00%. After adjusting for own shares, Dinamia's interest in Arco stands at 8.36%. The remaining shareholdings, unadjusted for own shares, are as follows:

➤ Corporación Financiera Arco	58.78%
➤ Other	28.95%
➤ Own shares held	4.27%

The initial purchase price represents the following acquisition multiples (based on 1999 results):

EBITDA*	EBIT	Net profit
10.9x	12.3x	16.0x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

Description of the company

Arco is an independent winery group that leads the market for quality wines. The group is formed by Bodegas Berberana, Marqués de Griñón, Cavas Marqués de Monistrol, Bodegas Lagunilla and Bodegas Hispano Argentinas. It also produces and markets wines under the "Vinos Mediterráneos" and other "Vinos de la Tierra" labels. Its main competitors are Freixenet, Codorníu and Bodegas y Bebidas, in addition to many other smaller wineries.

Business strategy is focused basically on strengthening the group's international presence, offering a quality line of products, diversifying the business to produce wines outside the La Rioja region, ensuring a supply of grapes and promoting direct and e-commerce sales.

Company management

The executive team, led by Mr Víctor Redondo, holds a significant portion of the company's capital. The executives have broad experience in the sector and are highly motivated (in view of their shareholder status).

Income statement

**Figures in thousands of euros*

	Audit 31.12.2004	Audit 31.12.2005	Actual 31.12.2006
Operating income	189,250	175,590	219,390
EBITDA	22,558	21,137	16,208
EBIT	18,590	16,882	11,599
Results before taxes	17,963	16,297	14,023
Profit for the year	13,384	13,539	12,001

Balance sheet

**Figures in thousands of euros*

<u>ASSETS</u>	Actual	Audit	<u>LIABILITIES</u>	Actual	Audit
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	90,643	83,223	Shareholders' equity	121,634	107,969
Goodwill	1,436	1,436	Minority interests	1,156	510
Current assets	120,966	98,670	Long-term creditors	29,795	38,195
Cash and banks	6,184	2,963	Short-term debt	20,794	9,406
			Current liabilities	45,852	30,214
			TOTAL		
TOTAL ASSETS	219,230	186,292	LIABILITIES	219,230	186,292

Business evolution in 2006

Arco performed well in 2006, having achieved close to 25% revenue growth as a result of significant commercial activities. The company has managed to consolidate its commercial system by combining strategies that address the growth in domestic demand with strategies designed to develop the international business. However, this process has caused a reduction in operating margins, despite the efforts made to commercialise the higher-value-added brands.

In 2007 the company will focus on improving margins by cutting costs and increasing the flexibility of its production system in order to respond to domestic demand and international business needs.

Valuation

Arco has been valued using the following methods:

- On the basis of the company's acquisition multiples, equity is valued at K€161,652, entailing a value of K€13,516 for Dinamia's investment.
- A comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, results in equity of K€234,624 and a value of K€19,617 for Dinamia's investment.

The values obtained using both methods are close to the company's value at the acquisition date, after adjusting the initial shareholding to the value applied to the share capital increase in March 2000. **Dinamia's investment is therefore valued at K€18,040.** This is justified by the company's leading position as the largest independent winery group in Spain and one of the largest in the world, together with the high multiples paid in the latest sector transactions.

Arco Bodegas Unidas, S.A.

figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit	C/F	Net debt*
Results at 31.12.2006	219,390	16,208	11,599	12,001	16,611	44,404

*Net debt at December 2006

1) VALUATION USING ACQUISITION MULTIPLES

	EBITDAx	EBITx	P/E	P/CF	Average	Dinamia's interest*
Acquisition multiples	10.9x	12.3x	16.0x	13.5x		8.36%
Value	131,863	98,645	192,147	223,955	161,652	13,516

*Adjusted for own shares held

2) VALUATION USING MULTIPLES OF COMPARABLE COMPANIES

	EV/EBITDA	EV/EBIT	P/E	P/CF	Average	Adjusted for illiquidity	Interest* held by Dinamia
Value as per comparable multiples	368,023	339,612	333,705	299,370	335,178	234,624	19,617
						Illiquidity discount	30%
Averages	25.4x	33.1x	27.8x	18.0x			
BARON DE LEY		13.1x	16.2x	11.4x			
BELVEDERE SA	59.2x	91.6x					
BROWN-FORMAN CORP-CLASS A	14.7x	15.8x	24.9x	22.0x			
BODEGAS RIOJANAS SA	21.2x	31.4x	42.4x	21.9x			
VINA CONCHA Y TORO S.A.	16.2x	22.2x	26.2x	17.3x			
CIA VINICOLA DEL NORTE DE ES	15.9x	24.5x	29.3x	17.5x			
FEDERICO PATERNINA SA							

*Adjusted for own shares held

Capital Safety Group Limited



CAPITAL SAFETY GROUP LIMITED

Occupational Safety Equipment Manufacture

Initial investment date:	January 1999
Reinvestment date:	October 2005
Sum invested:	K€2,457
Financial year end:	31 March
Interest held by Dinamia Capital Privado, S.C.R.:	8.16%
Value at 31 December 2006 (K€):	2,457

Summary of the transaction

In January 1999 Dinamia, together with funds managed by Electra, carried out an MBO on Capital Safety Group. The total value of the transaction was GBP96.7 million (approximately €140 million).

In October 2005, Dinamia sold to Glowtrail Limited its entire investment in Capital Safety Group Limited ("CSG") for a total of K€11,478. Dinamia's initial investment amounted to K€5,837 and therefore the capital gain on the investment totalled K€5,960, including revenues received from the investee company.

Simultaneously, Dinamia subscribed for a capital increase, together with the majority of CSG's other investors, in the buyer Glowtrail Limited, for a total of K€2,457 in ordinary and preference shares denominated in US dollars, to hold 8.16% of the company. The other shareholders are as follows:

- Funds managed by Electra and other parties 91.40%
- Executives 0.44%

The transaction price represents the following acquisition multiples (based on 2005 figures):

EBITDA*	EBIT
8.11x	8.73x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

Description of the company

CSG is the world's leading manufacturer and seller of security equipment used to prevent occupational accidents. CSG markets a wide range of products intended to ensure the safety of workers: harnesses, belts, lanyards, netting and other designs, including custom security systems. Its strategy includes the development of new products internally or by acquiring sector companies, particularly in European countries (Sweden, Germany, Switzerland).

The company is the world leader, with a 27% market share. It has a 34% share of the US market (where production represents 70% of profits) and a 24% share of the European market (the main operations being in France and the UK). CGS markets its products under two brand names: Sala and Protecta. Its main competitors are Christian Dalloz and MSA, which have a 15% and 14% share of the market, respectively.

Company management

The executive team was one of the main reasons for this MBO, given the executives' experience, motivation and capital involvement in the company and the excellent evolution of the company's results over the past few years. These factors have made CSG the market leader.

Income statement

*Figures in thousands of euros

	3 months Actual 30.06.2005	3 months Actual 30.06.2006	9 months Actual 31.12.06	12 months Audit 31.03.2006	12 months Forecast 31.03.2007
Operating income	27,974	35,325	103,194	113,371	137,186
EBITDA	6,027	8,503	26,052	23,923	32,380
EBIT	5,621	8,073	24,767	22,257	30,499
EBT	4,185	5,130	10,210	15,406	14,503
Profit for the year	2,265	3,546	5,238	11,340	8,800

The accounts exclude goodwill and non-recurring restructuring costs

Balance sheet

*Figures in thousands of euros

<u>ASSETS</u>	<u>Actual</u> <u>31.12.06</u>	<u>Audit</u> <u>31.03.2006</u>	<u>LIABILITIES</u>	<u>Actual</u> <u>31.12.06</u>	<u>Audit</u> <u>31.03.2006</u>
Fixed assets	14,923	26,510	Shareholders' equity	31,200	25,606
Goodwill	115,689	108,888	Long-term creditors	130,560	131,085
Current assets	43,515	42,547	Short-term debt	0	0
Cash and banks	13,457	3,427	Current liabilities	25,824	24,682
TOTAL ASSETS	187,584	181,373	TOTAL LIABILITIES	187,584	181,373

Description of the market

The global market for security equipment is estimated at more than USD400 million and cumulative annual growth stands at approximately 15%. The company's largest customers are construction companies (new construction and refurbishment), which account for approximately 25-30% of business, oil companies, telecommunications companies, electricity companies, etc. Tighter governmental regulations regarding occupational hazards and safety are creating new needs. Significant growth is expected in the south of Europe as these regulations become stricter and workers become more aware of their own security needs.

Business evolution in 2006

Following the restructuring process completed in previous years, when two production plants were closed and the US commercial structure was redesigned, Capital Safety Group's 2006 figures reflect the highly significant medium-term growth opportunities that the company is beginning to perceive.

The company forecasts turnover of close to €180 million at the end of its financial year, in March 2007, together with sharp growth in sales and operating profits, due to the success of the prior-year restructuring process.

In 2007 the company expects to consolidate the progress made and ensure recurring growth in coming years by means of margin control, a comprehensive cost management policy and significant commercial activities, the results of which were already apparent in 2006.

Valuation

Capital Safety Group has been valued using the following methods:

- On the basis of the company's acquisition multiples, equity is valued at K€121,875, entailing a value of K€9,945 for Dinamia's investment.
- A comparison with the multiples of other European sector companies, applying a 30% illiquidity discount, results in a value of K€141,336 for equity, entailing a value of K€11,533 for Dinamia's shareholding.

One year having elapsed since this investment was acquired by Dinamia, for reasons of prudence the value of Capital Safety Group is maintained at its acquisition cost, entailing a **value of K€2,457 for Dinamia's interest**

Capital Safety Group

Figures in thousands of euros

	Sales	EBITDA	EBIT	Net profit	C/F	Net debt
Estimated results at 31/03/2007	131,087	30,169	27,937	12,632	14,864	129,186

1) VALUATION USING ACQUISITION MULTIPLES

	EBITDAx	EBITx	Average	Dinamia's interest
Acquisition multiples	8.3x	9.0x		8.16%
Value	121,699	122,050	121,875	9,945

2) VALUATION USING MULTIPLES OF COMPARABLE COMPANIES

	EV/EBITDA	EV/EBIT	P/E	P/CF	Average	Adjusted for illiquidity	Interest held by Dinamia
Value as per comparable multiples	212,033	253,209	178,444	163,950	201,909	141,336	11,533
						Illiquidity discount	30%
Averages	11.3x	13.7x	14.1x	11.0x			
WMH WALTER MEIER AG-REG A			12.0x	8.0x			
CARDO AB			16.6x	11.9x			
UPONOR OYJ	13.8x	17.5x		16.2x			
SIG PLC	8.7x	10.3x	10.3x	8.5x			
LATCHWAYS PLC	13.8x	15.0x					
BACOU DALLOZ	8.9x	11.9x	17.6x	10.5x			

Deutsche Woolworth



Chain of Department Stores in Germany and Austria

Deutsche Woolworth:

Investment date:	December 1998
Sum invested:	K€4,309
Financial year end:	31 December
Interest held by Dinamia Capital Privado, S.C.R.:	6.61%
➤ DWW Deutsche Woolworth Holdings GmbH	6.52%
➤ DWW Beteiligungs GMBH	7.35%
Value at 31 December 2006 (K€):	-

Forthpanel Limited:

Investment date:	May 2003
Sum invested:	K€1,000
Financial year end:	31 December
Interest held by Dinamia Capital Privado, S.C.R.:	5.00%
Value at 31 December 2006 (K€):	1,000

Summary of the transaction

In December 1998, Dinamia acquired a 5% interest in Deutsche Woolworth as a result of the MBO led by Electra through two special-purpose holding companies: DWW Deutsche Woolworth Holdings GmbH and DWW Beteiligungs GmbH. The other shareholders are as follows:

- Funds managed by Electra and other parties 82.9%
- Executives and own shares 10.5%

The purchase price totalled €562 million, representing the following acquisition multiples (on 1998 figures):

EBITDA*	EBIT
7.41x	12.20x

*EBITDA is defined as EBIT plus depreciation and amortisation, where EBIT is equal to the operating profit. EBITDA and EBIT multiples are based on the "enterprise value", defined as equity value + debt – cash and banks.

In May 2003, Dinamia invested €1 million in the company Forthpanel Ltd to obtain a 5% shareholding.

This operation was part of the plan to re-launch the investee Deutsche Woolworth, which commenced in the previous year with the replacement of the executive team, a strategic refocusing of its business and a shareholder restructuring that entailed the cost-free exit of the shareholders that did not share the strategic vision of the new executive team and the other shareholders. Forthpanel Ltd acquired certain real estate assets from Deutsche Woolworth for €19 million in order to increase the company's resources and also to secure the investment made by the Forthpanel's shareholders through the ownership of the assets, which were leased back to Deutsche Woolworth. As a result, and at no additional cost, Dinamia increased its holding in Deutsche Woolworth to 6.61% from 5.00%. The shareholder restructuring arrangement established a preferential return equal to four times the investment made in Forthpanel in the event that Deutsche Woolworth is sold. The other shareholders of Forthpanel are Electra, which holds 92%, and another two private investors that hold 3%.

Description of the company

The German Group Woolworth is formed by a chain of approximately 350 large department stores targeting the middle class population segment and offering low prices. The establishments are mainly located in Germany and in part of Austria.

The group has significant real estate assets since, at the acquisition date, 118 of the 357 establishments were owned by the group and valued at €614 million. These assets served to secure the leveraging applied to the group on acquisition.

Company management

Following the delay in the company's restructuring, in 2001 the decision was taken to replace the executive team. It was replaced by a management group that had proven effective in previous restructuring processes (Puma, Escada, Bally). The principal executives are currently Hans Woitschätske (Chairman) and Bernd Szymanski (Managing Director).

Income statement

**Figures in thousands of euros*

	Actual 30.06.2006	Audit 31.12.2005	Actual 31.12.2006
Operating income	372,822	837,017	824,392
EBITDA	(11,769)	(2,210)	(3,488)
EBIT	(26,486)	(34,427)	(33,679)
EBT	(36,498)	(54,933)	(52,662)
Profit for the year	(36,504)	(34,937)	(47,222)

Balance sheet

**Figures in thousands of euros*

<u>ASSETS</u>	Actual*	Actual*	<u>LIABILITIES</u>	Actual*	Actual*
	31.12.2006	31.12.2005		31.12.2006	31.12.2005
Fixed assets	37,509	430,531	Shareholders' equity	42,798	89,898
Current assets	406,388	135,596	Pension fund	206,798	206,871
Cash and banks	60,936	52,293	Bank debt	161,433	197,327
TOTAL ASSETS	504,832	618,421	Current liabilities	93,803	124,325
			TOTAL LIABILITIES	504,832	618,421

* Figures under IFRS

Business evolution in 2006

Woolworth continues to feel the effects of the recession in the German retail market that has now lasted for several years and shows no signs of a recovery. Demand is stagnant and even declining, as reflected by the fall of over 1% in the company's turnover.

During 2006, the shock tactics implemented by the company focused on the sale of the company's distribution centre to a logistics operator. Following the sale of the building, the logistics operator entered into a contract for the provision of services to allow Woolworth to continue to use the facilities. The company used the funds obtained to considerably reduce its leverage prior to turning around the business.

Valuation

As the Company still records losses, coupled with the uncertain prospects for the German economy, the provision covering Dinamia's entire investment in Woolworth is maintained until the company shows a clear recovery.

Appendix

Review of the valuation prepared by the management company