

**igd**  
immobiliare  
grande distribuzione

gescom



## Company Presentation

STAR Conference  
March 1<sup>st</sup> 2007

This presentation contains pro forma and/or uncertified financial data, and also includes forecasts which are subject to the risk and uncertainty typical of the industry and the company. This information reflects the management's expectations, based on the available information. The forecasts are based on a number of hypotheses relating to the market parameters which are associated with other factors, but it should be born in mind that the final results may differ from the results currently anticipated. This presentation does not constitute an offer of Igd shares.

# Agenda

---

➤ RETAIL REAL ESTATE MARKET.....	page 4
➤ BUSINESS MODEL.....	page 12
➤ INVESTMENTS.....	page 22
➤ VALUE DRIVERS AND BUSINESS PLAN.....	page 30
➤ STRATEGY DEVELOPMENT AND FIRST ACHIEVEMENT .....	page 40
➤ 3Q FINANCIAL RESULTS.....	page 52
➤ APPENDICES.....	page 64

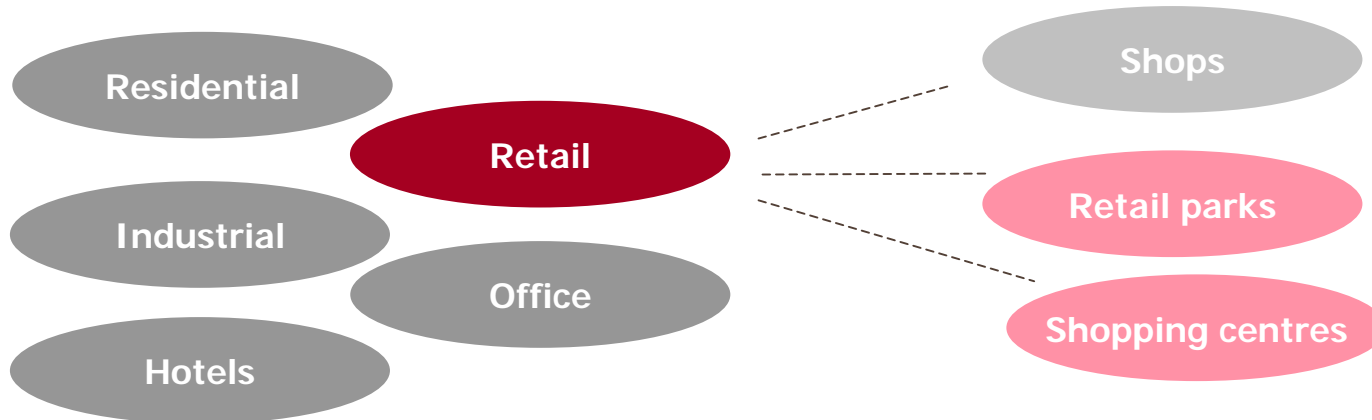
---

# RETAIL REAL ESTATE MARKET

---



# Italian Real Estate Market



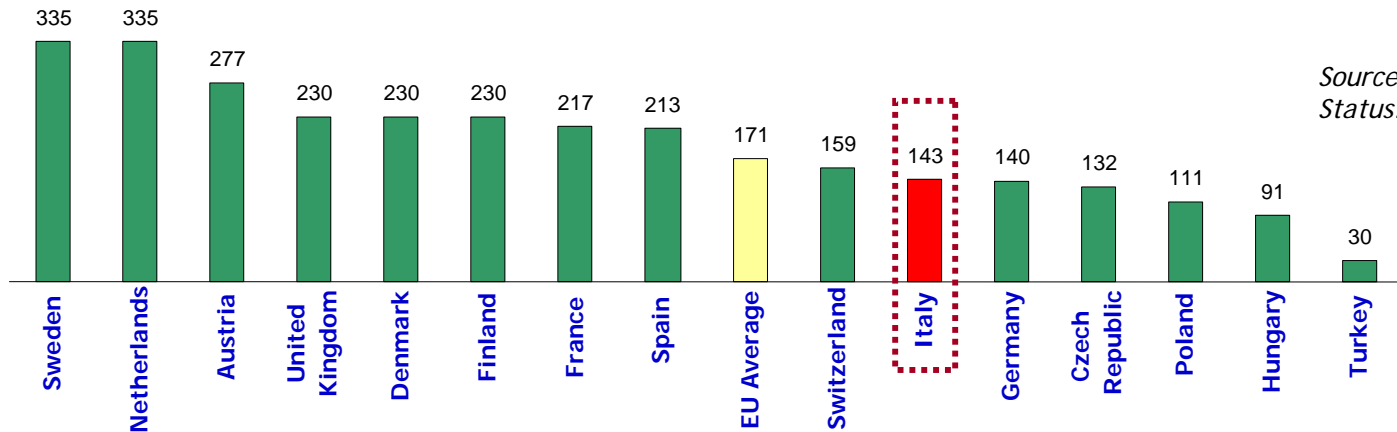
## Typical Italian Shopping Centre Lay Out





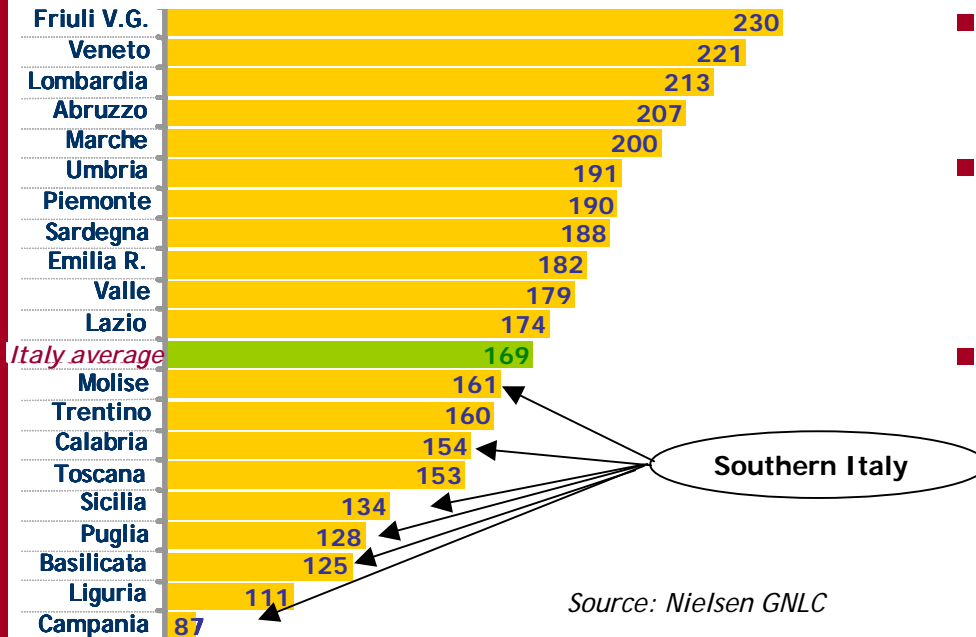
# Italian retail real estate market

## Shopping Centre Supply (m2 per '000 Inhabitants)



Source: Cushman & Wakefield  
Status: 3/2006

## Hypmkt + Sprmkt sqm/000 inhabitants as at dec 31th 2005



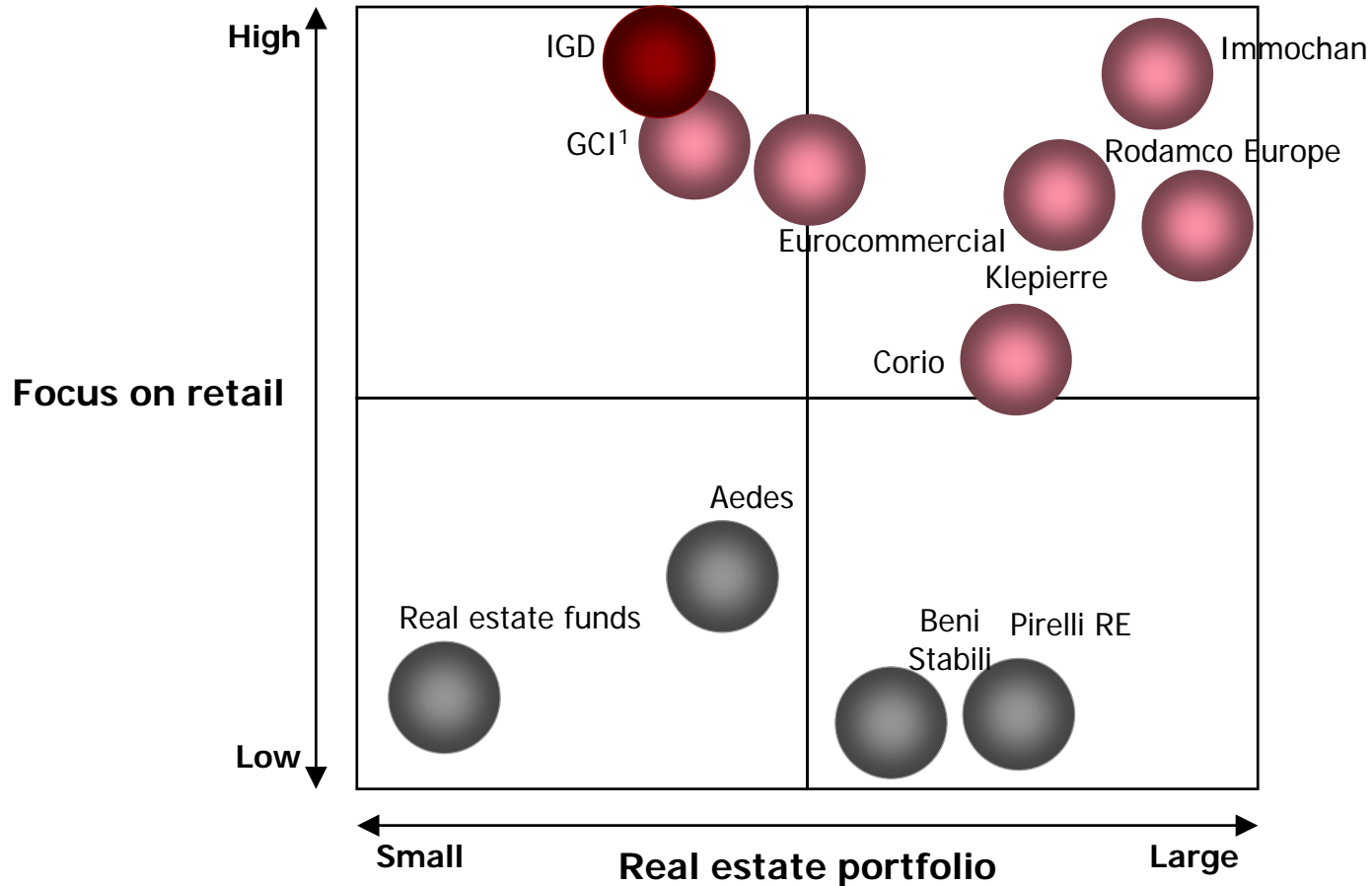
- **Outperformance** of real estate market in Italy and increasing flow of foreign capital in the past 3 years
- Attractive Italian retail property market, still **"under-retailed"**: low rental values and lowest shopping centre floorspace per capita in Western Europe
- **Central Italy** is growing faster but going forward **Southern Italy** will grow the most

Source: Nielsen GNLC





# Property activity - IGD's competitive environment



- Since hypermarket operators remain the main developers in the Italian market, the investment activity relies increasingly on strategic partnerships between large-scale retailers and the real estate companies (La Rinascente – Simon)



---

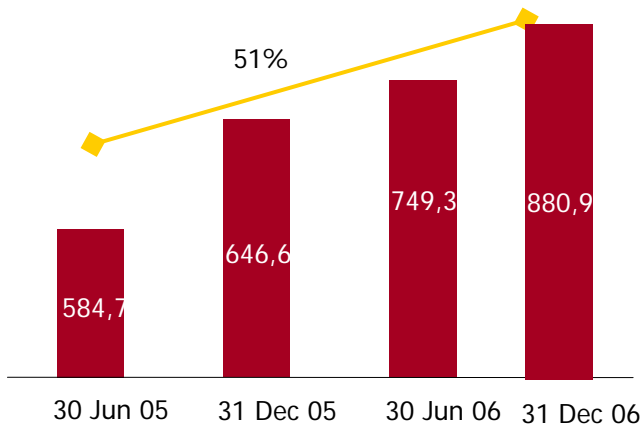
# BUSINESS MODEL

---



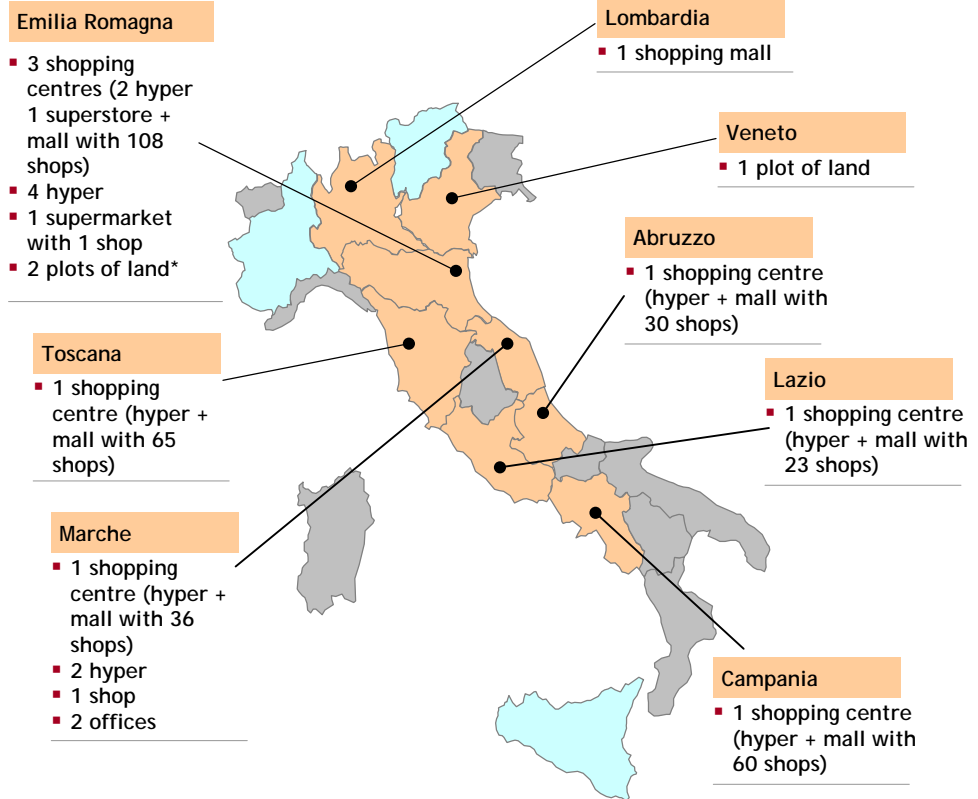
- IGD property management activity consists of:
  - **acquisition** and development of retail real estate assets
  - **increasing the capital value** of the current portfolio (via restructuring, refurbishment and enlargement)
  - **asset disposal**
- Total average **occupancy rate: 99.1%**
  - hypermarkets and supermarket: 100.0%
  - shopping malls: 98.2%

**Freehold properties Market Value\***



\* It does not include all preliminary agreements and work in progress

**Freehold properties, preliminary agrmnts and work in progress geographical distribution**



**Freehold properties**

- 9 Shopping Malls
- 13 Hypermarkets
- 1 Superstore
- 1 Supermarket
- 3 Plots of land

**Preliminary agrmnts and work in progress**

- 6 Shopping Malls
- 1 Hypermarket
- 1 Retail Park
- 2 Plots of land

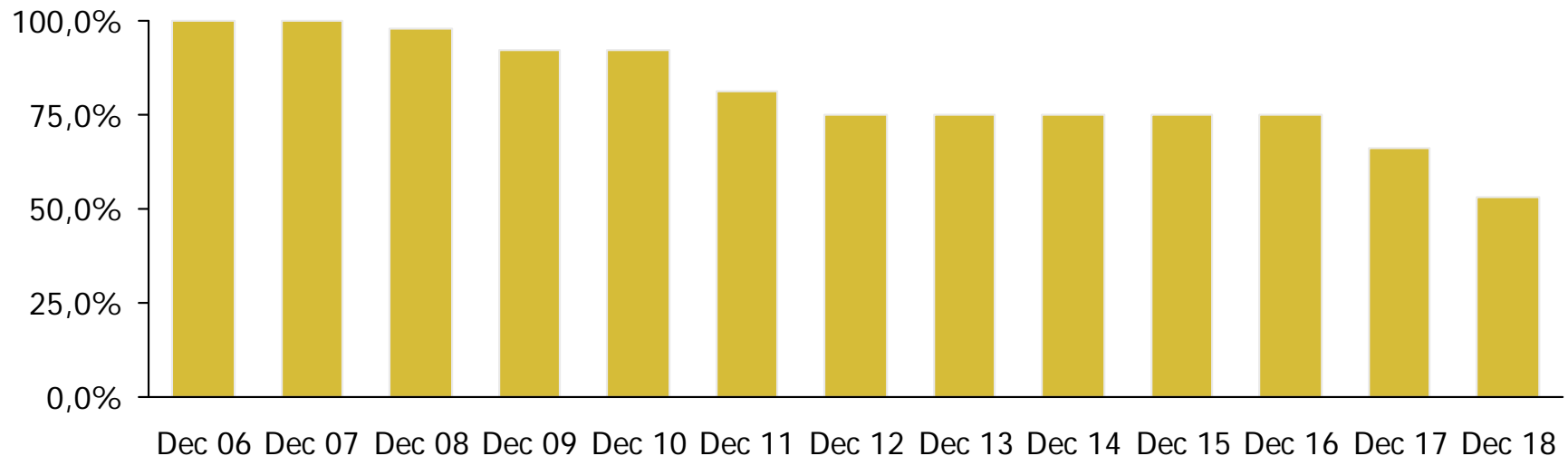


# Hypermarkets and supermarket: lease terms and main tenants

## Main lease terms:

- Average maturity: from 6 to 18 years + 6 years
- Rents indexation: 75% of inflation rate
- Maintenance: ordinary and extraordinary maintenance works charged to the tenant. External maintenance of the properties (façade, etc.) payable by the landlord
- Hypermarkets and supermarket of IGD Portfolio are leased as follow
  - 10 hypermarkets and 1 supermarket to Coop Adriatica
  - 3 hypermarkets to Unicoop Tirreno Group
  - 1 superstore to Interspar
- Coop Adriatica and Unicoop Tirreno are among the major cooperatives of Coop, the first retailer in Italy

## 2005 freehold rents arising from hypermarkets still rented at a certain date





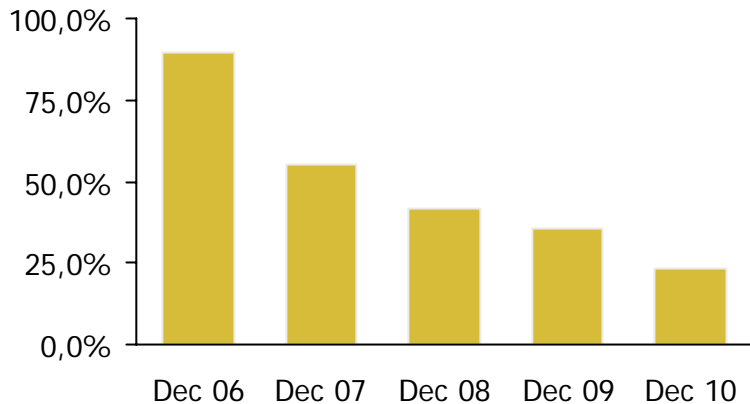


# Shopping malls: lease terms and tenant mix

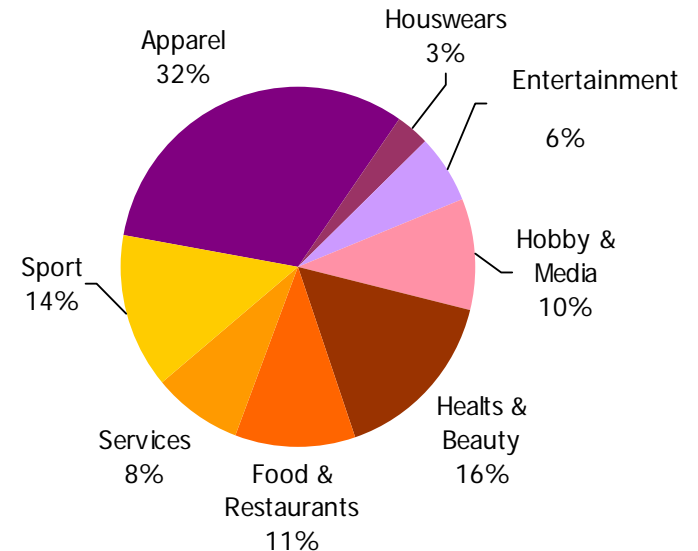
Main lease terms:

- Average maturity:
  - lease agreement of the going concern<sup>1</sup>: 5 years
  - rental agreement: 6 years
- Rental income: a minimum guaranteed rent plus a percentage based on the occupier's sales
- Key money (non-recurrent): approximately 20% of annual rent
- Rents indexation
  - lease agreement of the going concern<sup>1</sup>: 100% of inflation rate
  - rental agreement: 75% of inflation rate
- Lease of temporary spaces
- IGD can benefit from a very diversified tenants base, with limited credit risk, thanks to a careful screening of potential new tenants

## Rents arising from shopping malls still rented at a certain date



## Surface breakdown by retail sector\*



<sup>1</sup> Rental agreement regarding the shop and the commercial licences

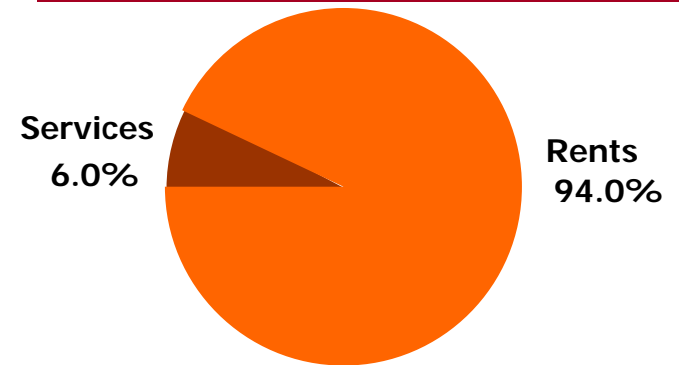
\*Analysis based on shop operators. Source: company data





- The **facility management** activity includes:
  - preparation and implementation of the shopping centre's marketing plan
  - shopping centre's internal budgeting and reporting system
  - organisation of security, cleaning, and maintenance services
  
- The **agency** activity includes:
  - Marketing/promotion activity of the shopping centre and management of mall expansion
  - analysis of potential synergies
  - tenant mix definition and screening
  - lease negotiations with shop operators
  - Revenues from Agency only refers to **activities towards third parties**
  
  - Revenues from Agency develop around the **shopping centre opening** date that mainly occurs in the **2nd Half of the year**
  
- **Highly fragmented market** which represents opportunity to grow
  
- **Beaten the stated 4% target**

IGD's 4Q06 revenues breakdown





---

# INVESTMENTS

---



# Investments

## 1H06 Investments

### ■ Catania Shopping Mall in (Gravina)

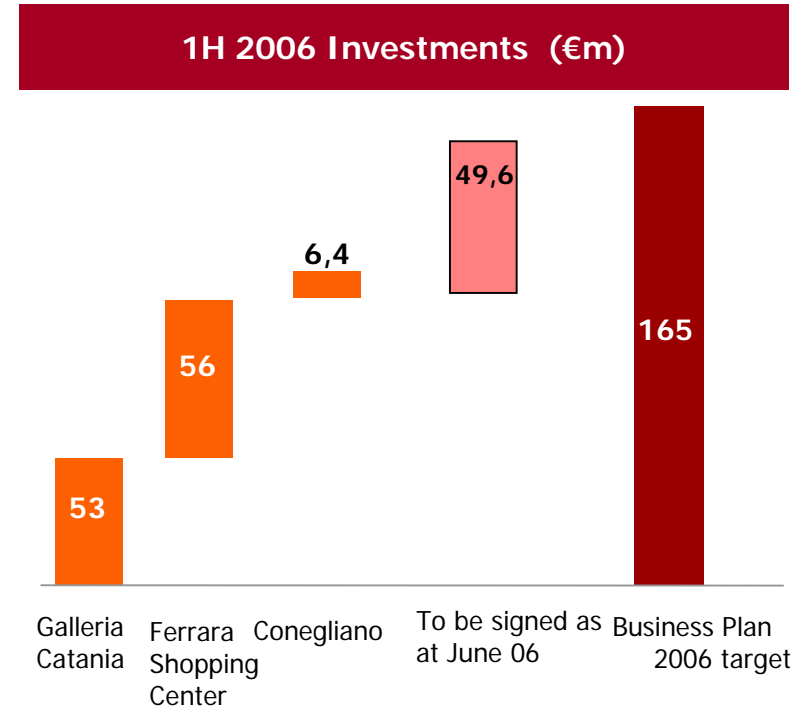
- On January 12th a preliminary agreement for the construction of a shopping mall in a prestigious zone (Gravina) of Catania was bought for € 53 m;
- 1Q07 expected beginning of works
- Since IPO, it's the second investment in Sicily one of the most underretailed market in Italy

### ■ Darsena City Shopping Centre in Ferrara:

- On May 15th a fully operative Shopping Centre in the historic city centre of Ferrara was bought for € 56 m
- The price includes the preliminary agreements for the acquisition of a future enlargement

### ■ Plot of land in Conegliano

- On June 6<sup>th</sup> a plot of land was acquired for € 6.4 m
- The acquisition completes the project for the realization of a Retail Park: the land will host big boxes while the one bought in October will host a Shopping Centre and a common car park





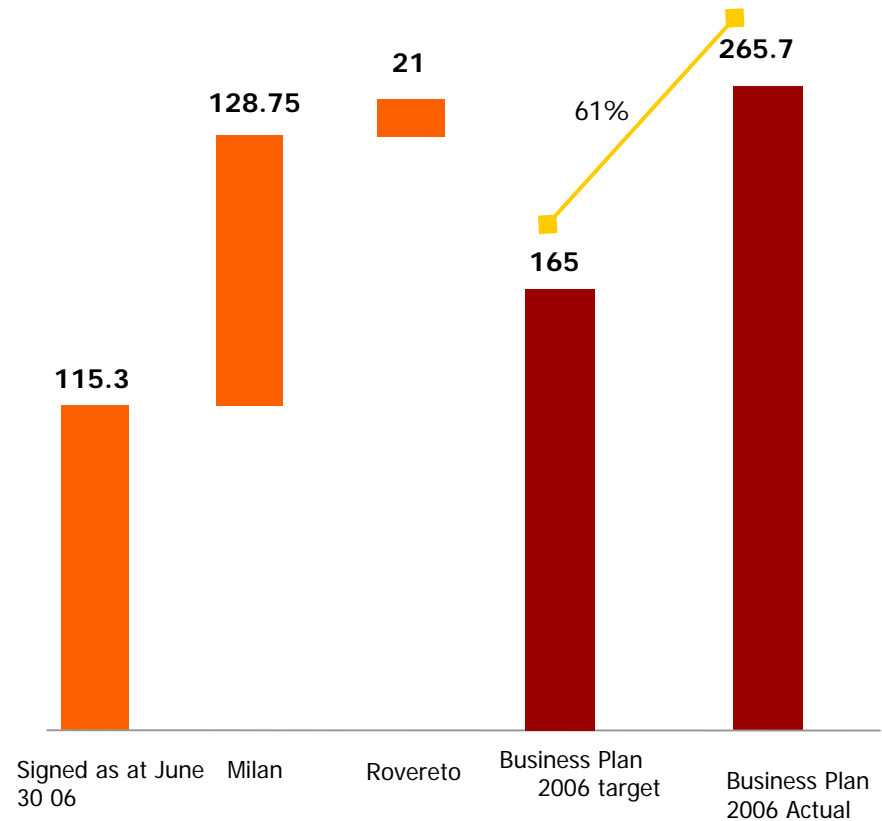


# Investments

## 2H06 Investments

- **Centrosarca Shopping Mall (Milan)**
  - On July 26<sup>th</sup> a company, owner of a shopping mall hosting 80 shops, 7 of which medium size surfaces, was bought for EUR 128.75ml and it was not included in the EUR 810ml business plan
- **Millennium Mall in Rovereto (Trento)**
  - On October 10<sup>o</sup> IGD signed the preliminary agreement for the acquisition of the shopping mall hosting 38 shops for a total of approximately 7,430 square meters, for a total consideration of EUR 21ml.
- **Centro Leonardo (Imola) enlargement disposal**
  - On November 13<sup>th</sup> IGD sold Centro Leonardo enlargement for € 43.03 mln to European Commercial Properties
  - Plus realized of about € 3.5 mln
- **RGD**: on November 14 a Joint Venture agreement with Beni Stabili was signed.

## 2H 2006 Investments (€m)



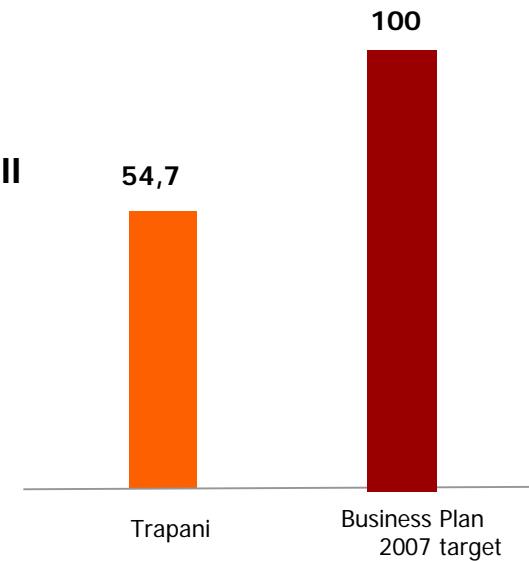


# Sicily – Latest acquisition and strategy development

## 2007 Investments

### Trapani

- Signed a preliminary agreement for the acquisition of the **Shopping Mall** in **Trapani (Sicily)**
- Total **GLA** approximately 14,409 m<sup>2</sup>
- **70 shops**, 5 medium size surface
- **Investment** of € 54.7 million
- High expectation of gross yield increase thanks to **direct management**



and to the fact that in Sicily **rents are in line with the northern Italy level.**

## Sicily strategy development

Among the most important opportunities that will be developed next four years Igd chose the investments with the highest commercial rating leaving the others to be undertaken by its competitors: Caltanissetta, Siracusa and Ragusa.



---

# VALUE DRIVERS and BUSINESS PLAN

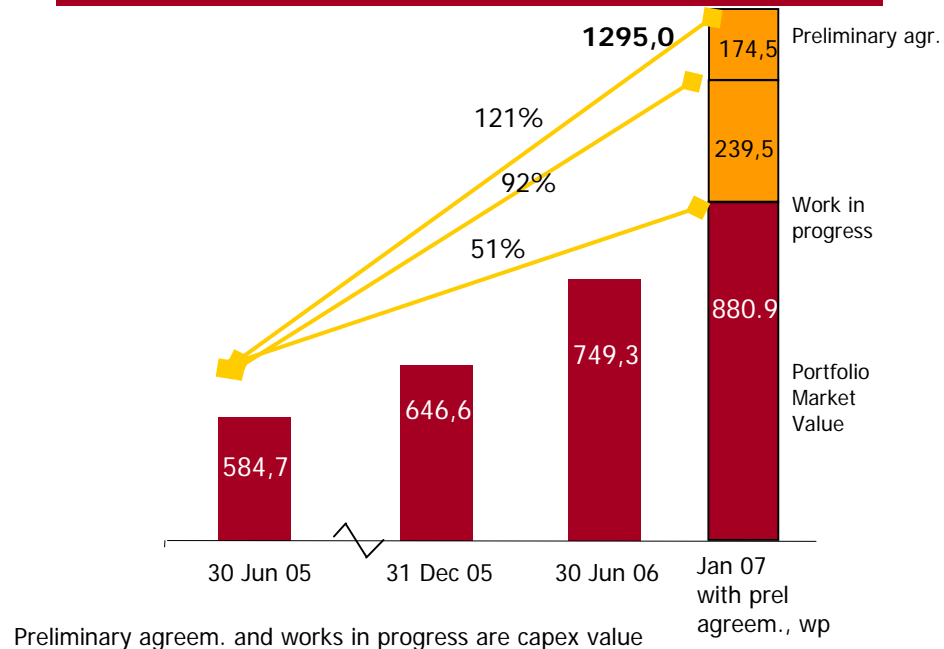
---



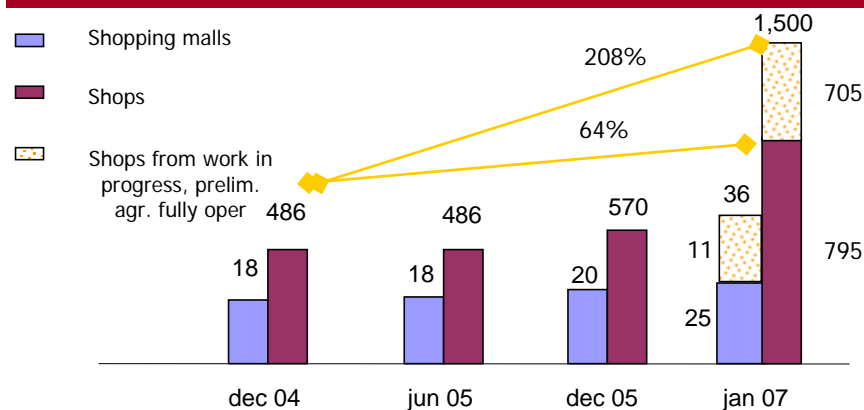
# Value creation through growth and portfolio management

- **Growth** is the first value drivers in Igd
- **Focus on the South** but capability to get good opportunities in Northern Italy: 59% of realized Igd growth
- **Strong visibility** on the pipeline
- **Out of Business Plan Investment**
- Igd competitive hedge vs competitors: **direct management** of Igd and third party properties

Igd's Properties fair value and capex value of acquisition made since IPO (€ m)



Sh. Malls and Points of sales managed



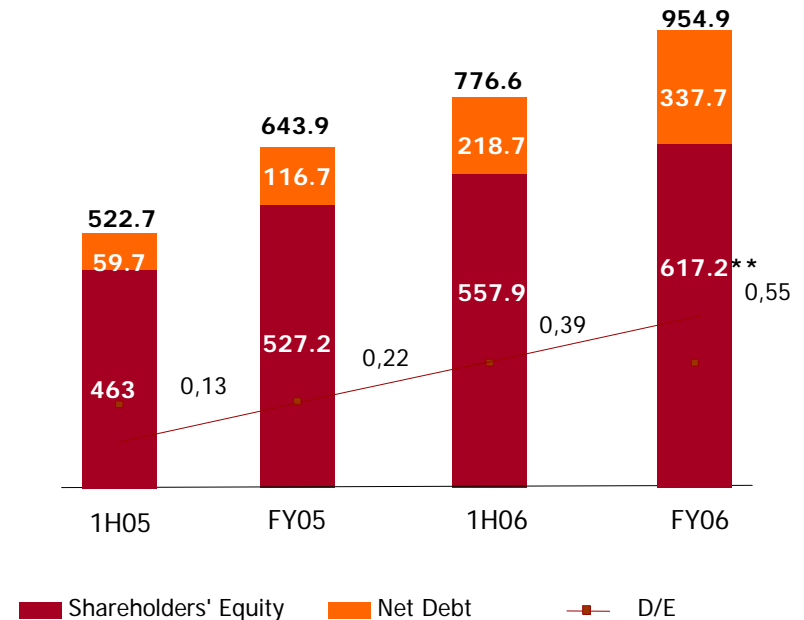




# Value Creation through the Financial Structure

- Reaching Optimal Financial structure is the other value driver in Igd
- Target D/E: 1,5
- Proactive management of Debt structure
  - Low interest rate: 3,70% fixed on the outstanding long term debt
  - Low interest rate risk: variable rates hedged by IRS on long term debt

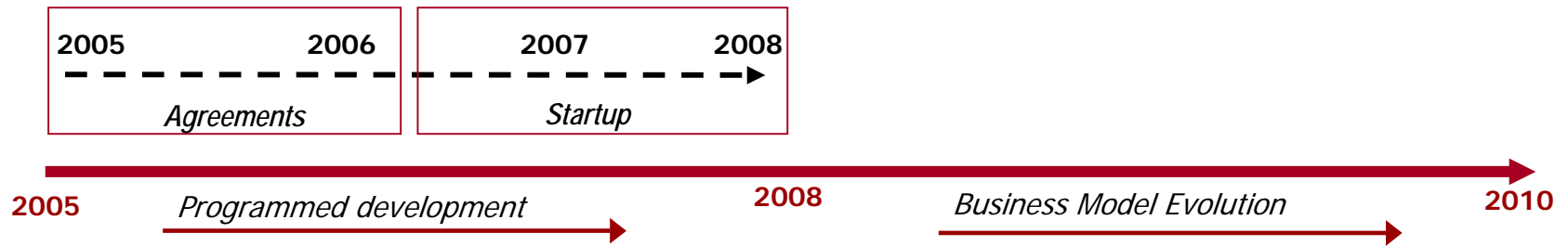
Total Capitalisation (€m)



\*\* Shareholder Equity includes a pretax profit



# Business Plan: Development Strategy



- Growth of the Portfolio
  - Framework agreement
  - Other projects at an advanced stage of negotiation
- Extract value from existing portfolio

- Extract value from upgraded portfolio
- Framework agreement upgrade
- Fair value increase
- Evolution and diversification of the portfolio

**Focus on growth opportunities**

- Financial structure evolution
- Potential capex level
- Market monitoring

**Focus on growth drivers**

- Revenues increase
- EBITDA
- Cost of Capital
- Financial Structure



# Business Plan: 2005 – 2008 New Investments for some € 810 m

## Revenues From growth

- Expected initial gross yield from capex in the range of 6.5% - 7.0% (IRR of 7.0% - 8.0%)
- Pilotage* - one off agency activity (approximately 20% of the tenant's annual rent)
- Key money* – 20 to 30% of tenant's annual rent

## Revenues from existing portfolio

### Rent Revenues

- Like for like 2008 **CAGR 3.0% - 3.5%** (1.5% net of inflation)

### Services Revenues

- 4%** of 2008 revenues (like for like)

## Costs

- 2008 G&A: 5.0% of revenues

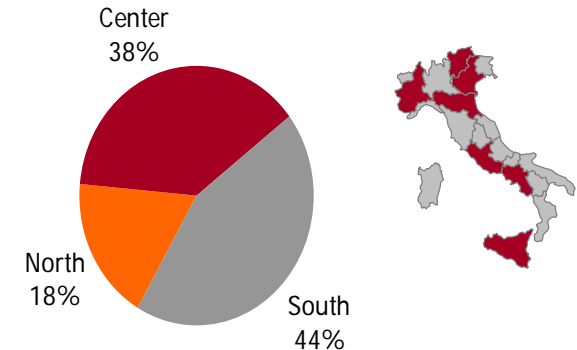
## EBITDA

- 2008 EBITDA margin range of **65 - 68%**

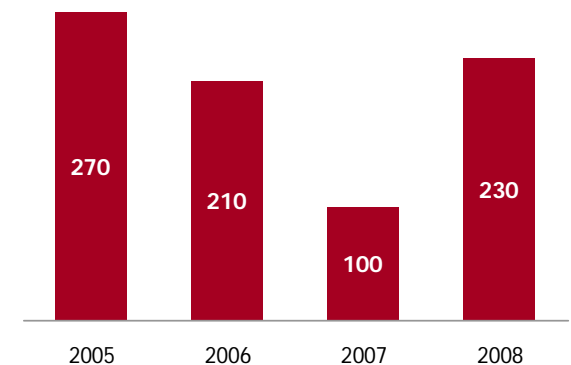
## Debt

- Aimed D/E: 60% Debt, 40% Equity
- Debt maturity: 10 – 15 years
- LT debt fully hedged, expected fixed average rate of 4.2%
- Short term debt in the range of 8-10% of total debt (Euribor plus a spread from 0,5% to 0,85%)

## Total Capex by region



## Total Capex by Year (€ m)





---

# STRATEGY CHANGE AND FIRST ACHIEVEMENTS

---





## To beat the target: evolution of the strategy

As IGD follows the evolution of the sector cycle of life, the company already started to work on the development of the strategy to anticipate and be the forerunner of sector changes:

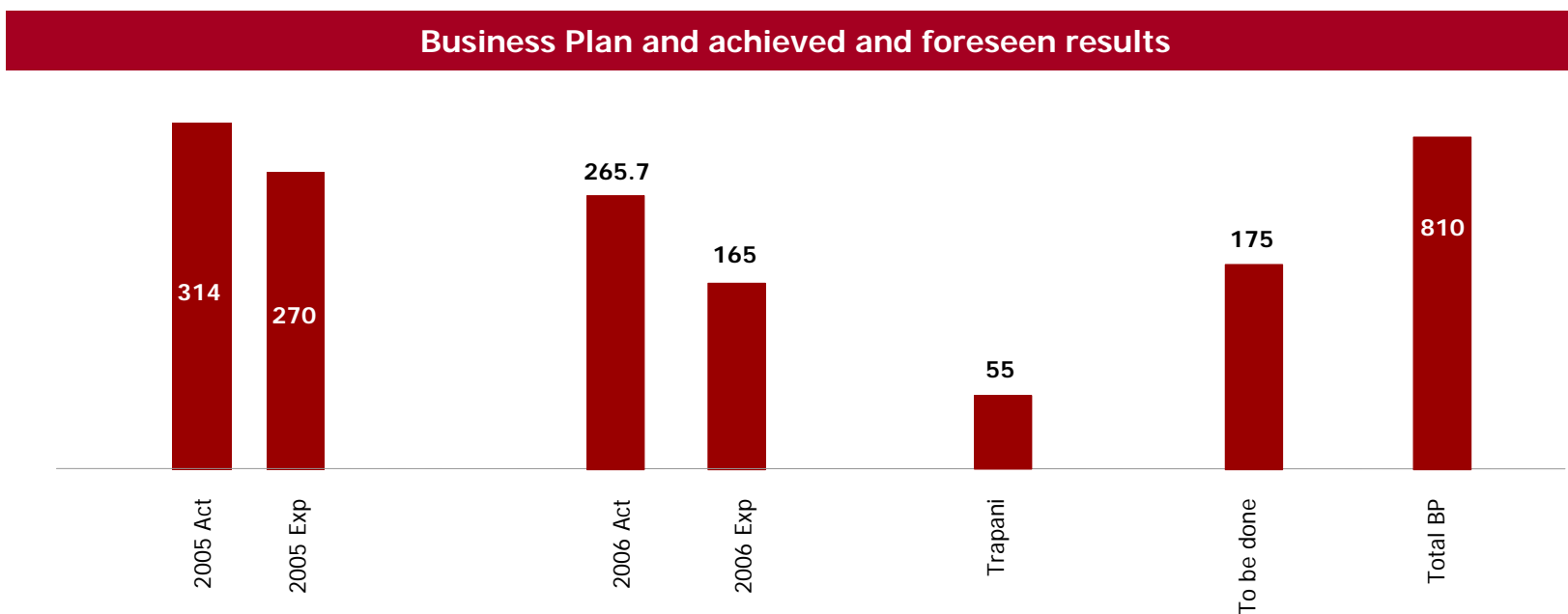
- Diversification:
  - Retail Park: under-retailed segment in Italy
  - Service/neighbourhood shopping centres
  - Shopping Centre Format
  - Geographical
  
- Partnership
  
- Italian leadership in Service Activity



## Business Plan developments

Thanks to the focus on the sector changes and long term view, during the last two years IGD was able to exploit not only the opportunities coming from the framework agreement with the two main shareholders, but even the ones rising from the market.

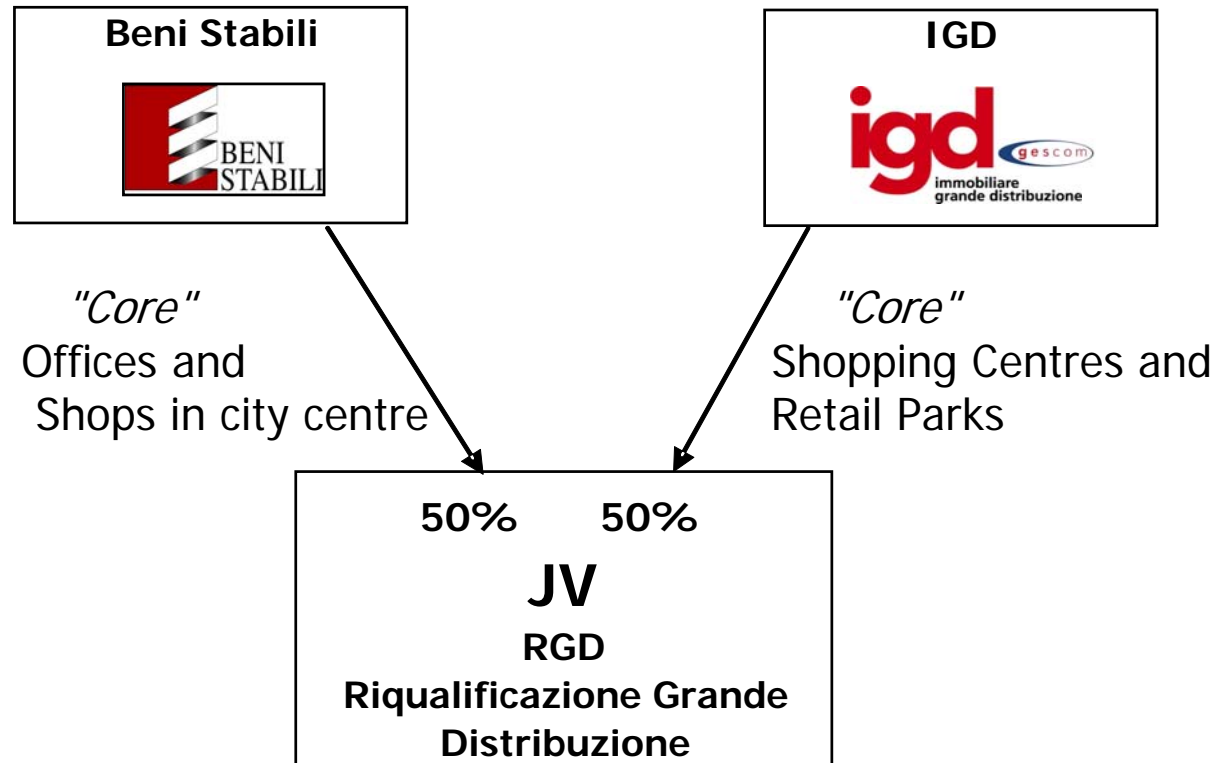
For these reasons the company was able to shoot and beat the 2005 and 2006 Business Plan targets.





# Diversification through partnership - RGD

A new company with Beni Stabili was created:



*Acquisition of existing and mature Shopping Centres with profitability and growth to be boosted through new management and re-organization*



# Diversification through partnership - RGD

## Mission:

“Valorization of existing shopping centres in order to obtain the market leadership”

## Advantages:

- to be more competitive in the acquisition process
- to utilize economies of scale
- to obtain synergy combining the two companies expertise

## Advantages for IGD

- to increase investment potentiality
- to diversify the activity systematically entering, through a specific investment plan, the already operative and capital intensive shopping centre sector with a partner of real estate management and financing high standing
- reinforcement of Gescom virtuous cycle: more Shopping Centres managed → improved capacity to attract outstanding brands → increase in the attractiveness of the shopping centre belonging both to the JV and IGD → possibility to increase rents
- reinforcement of the relationship with Beni Stabili through the opportunity to valorize their potentially commercial real estate assets

## Activity

- acquisition of mature shopping centres in Italy at market condition to restyle, change the tenant and merchandising mix, to refurbish in order to **requalify them and as a consequence to boost their profitability**



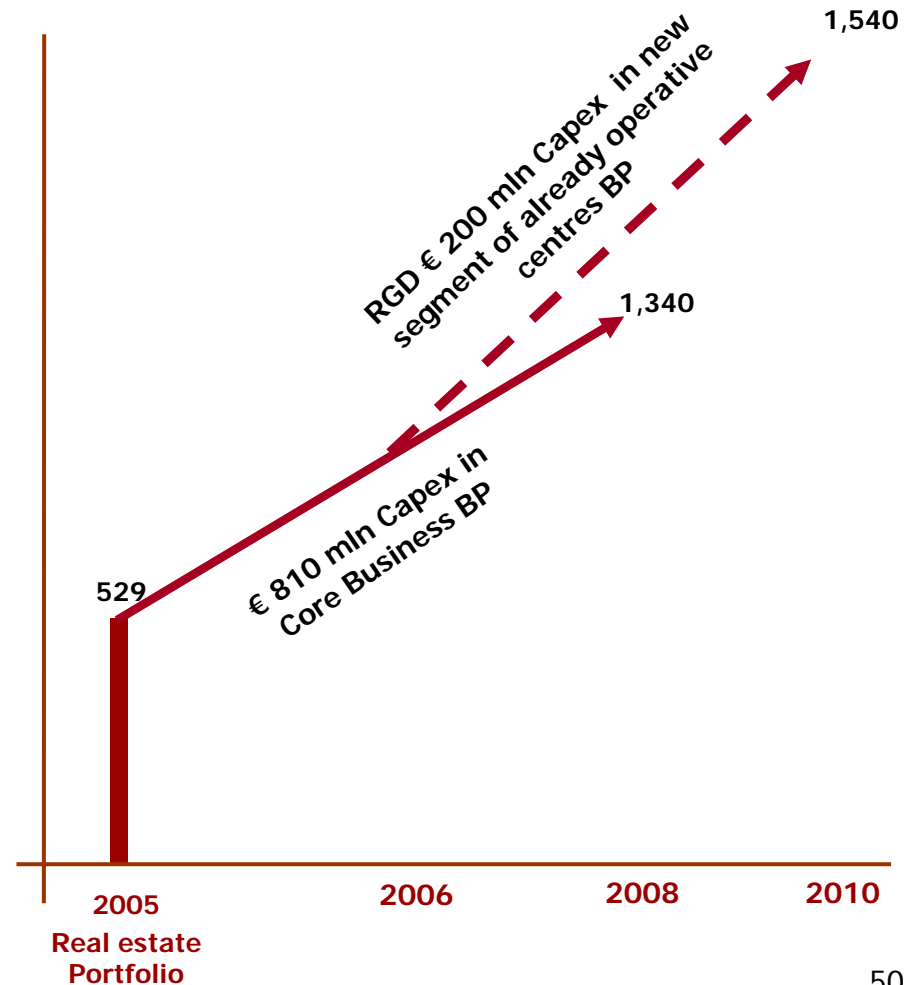


# Diversification through partnership - RGD

## RGD FINANCIAL INSIGHT

Initial Equity:	120 mln
Initial minimum entry Yield for new acquisitions	5.0%
Target Yield	5.5-6.5%
Target total assets:	500 mln
Min Leverage:	70-80%
Target Gearing ratio:	4
Investment period:	3 years

## REAL ESTATE PORTFOLIO CAPEX VALUE





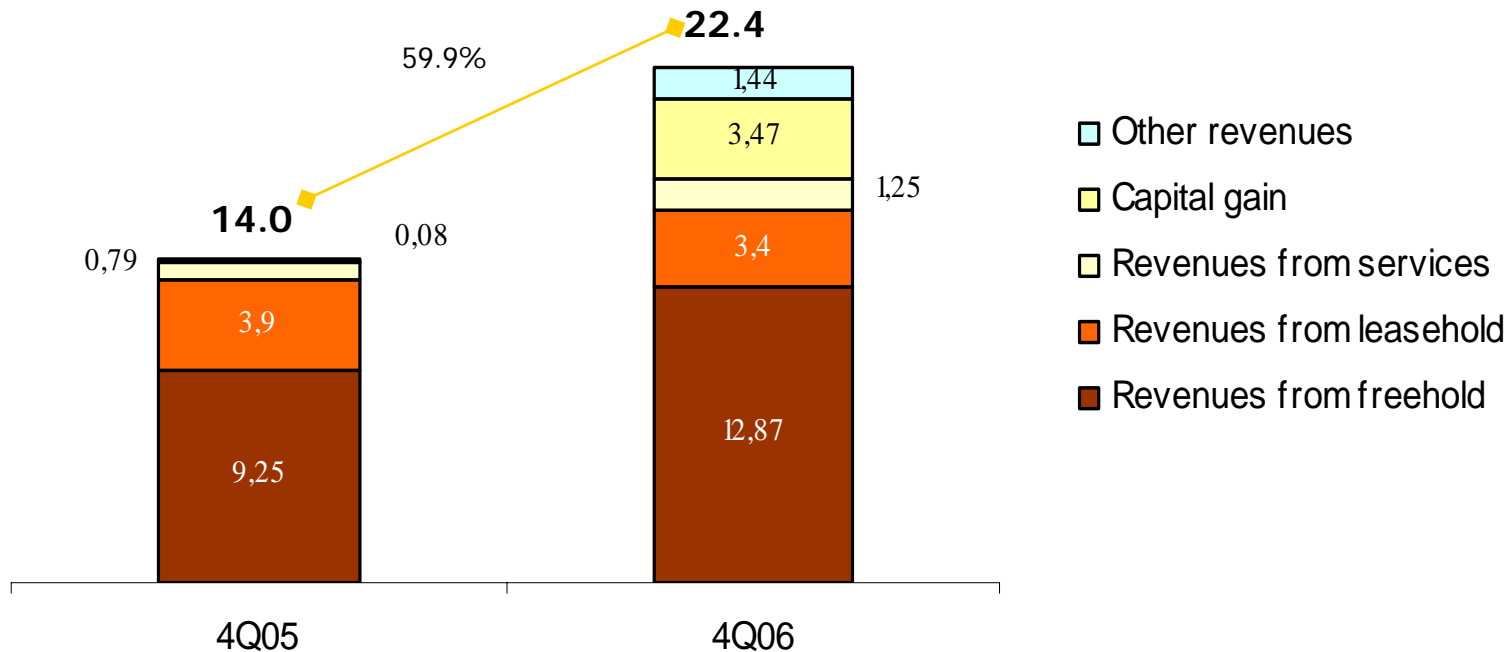
---

# 4Q 2006 FINANCIALS

---



# Revenues growth and breakdown



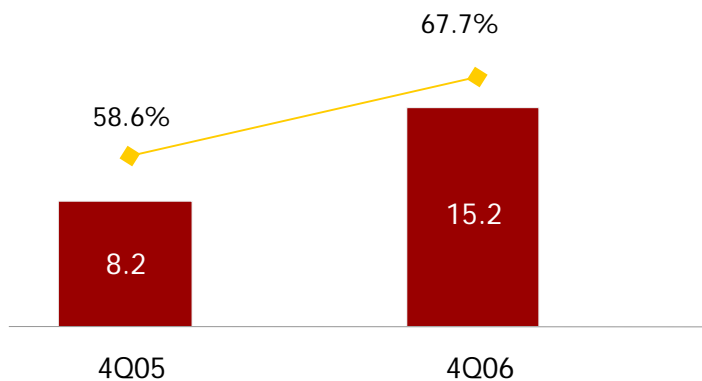
## Internal riclassification

- **Revenues from property management** increased for Darsena City, Centro Sarca, Rimini Hypermarket, for the acquisition of four going concerns and for a like for like growth.
- **Revenues from leasehold** decreased for Centro Borgo and Centro Leonardo
- **Revenues from services** increased for the management of five new Malls and for the agency activity
- **Revenues from capital gains** due to Centro Leonardo disposal

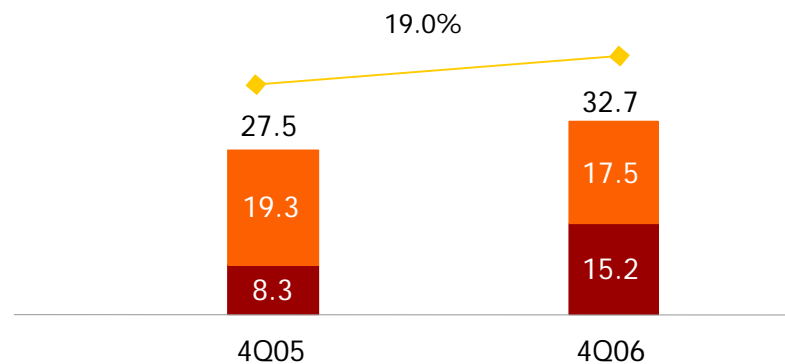


# EBITDA and EBIT Trend

EBITDA (€m) and EBITDA margin (%)



EBIT (€m)



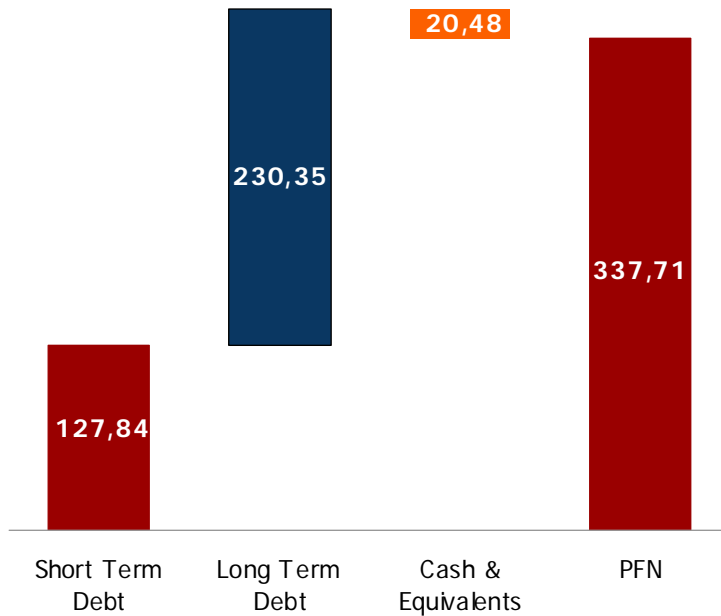
■ EBIT from operation ■ RE Fair Value change



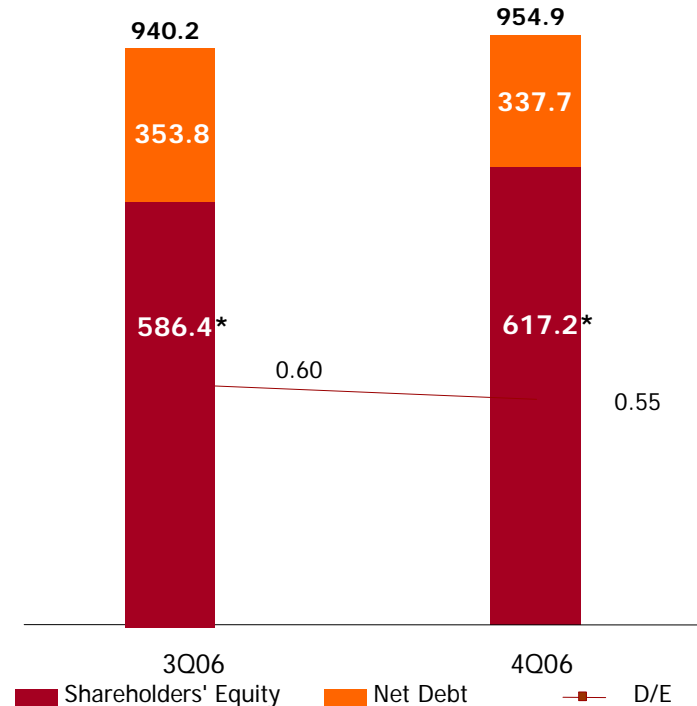


# Capital Structure

## Net Debt – 31 December 2006 (€m)



## Total Capitalisation (€m)



\* Shareholder Equity includes a pretax profit

## Interest Expense

- Long term debt is hedged with Interest Rate Swaps at a fixed average rate of 3.70% but the € 85 mln revolving debt line included in this item
- Short term debt is due to new investment financing while waiting to convert it into long term debt

## NFP decrease breakdown

### Decrease in NFP is due to:

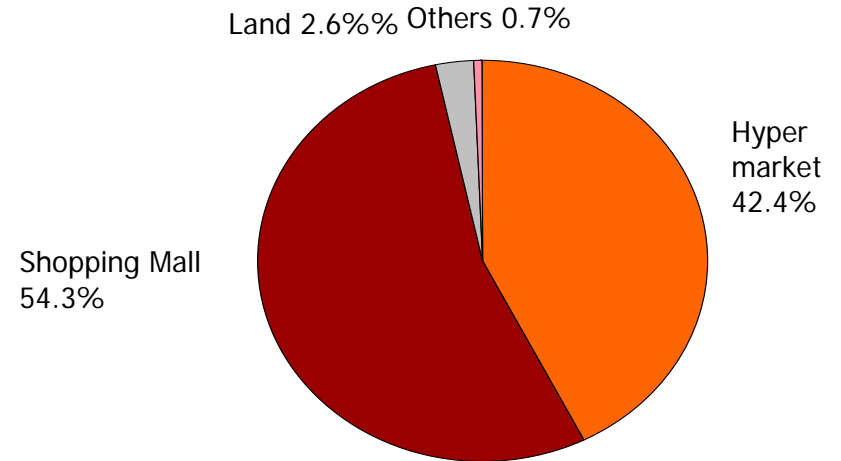
- Centro Leonardo disposal cash in



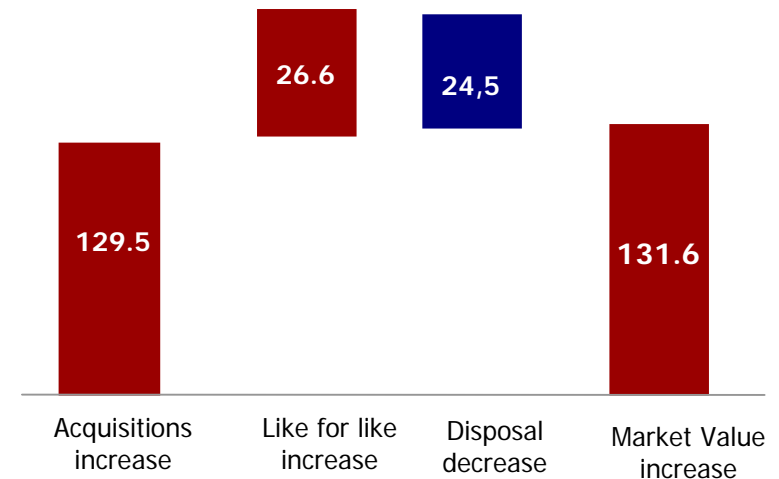
# Increase in Portfolio Value

- **Market value** of IGD freehold properties is € **880.9 m** as of December 06 (CB Richard Ellis)
- 2H06 change in fair value was affected by:
  - **Exit Cap Rates decrease**
    - improvements of the existing portfolio
    - market trend
  - **Wacc decrease**
  - **Acquisition of a Centrosarca Shopping Mall**
  - **Centro Leonardo enlargement disposal**

## Igd's Freehold Properties market value (€ m) breakdown



## Igd's Market Value breakdown





## SIIQ law

### First interpretation of SIIQ law approved by Italian Government in December 2006

- **Revenues** from locations must amount to 80% of total revenues;
- 80% of total **Assets** must be assets for location purposes
- **Listed** on stock exchange
- **No tax** on income coming from locations
- **Dividend** distribution must be at least 85% of distributable earning
- No **debt** limits
- One Investor cannot hold more than **51%** of company shares
- **Implementation laws** should be released within April 2007 \*
- After June 2007 **transformation** could be asked and taxes will not be paid starting from the the subsequent year \*

\* Igd expectation based on public available information



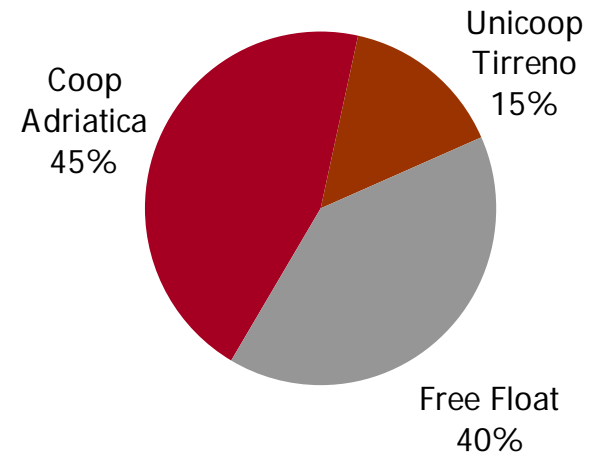
# Appendices



# Corporate Governance

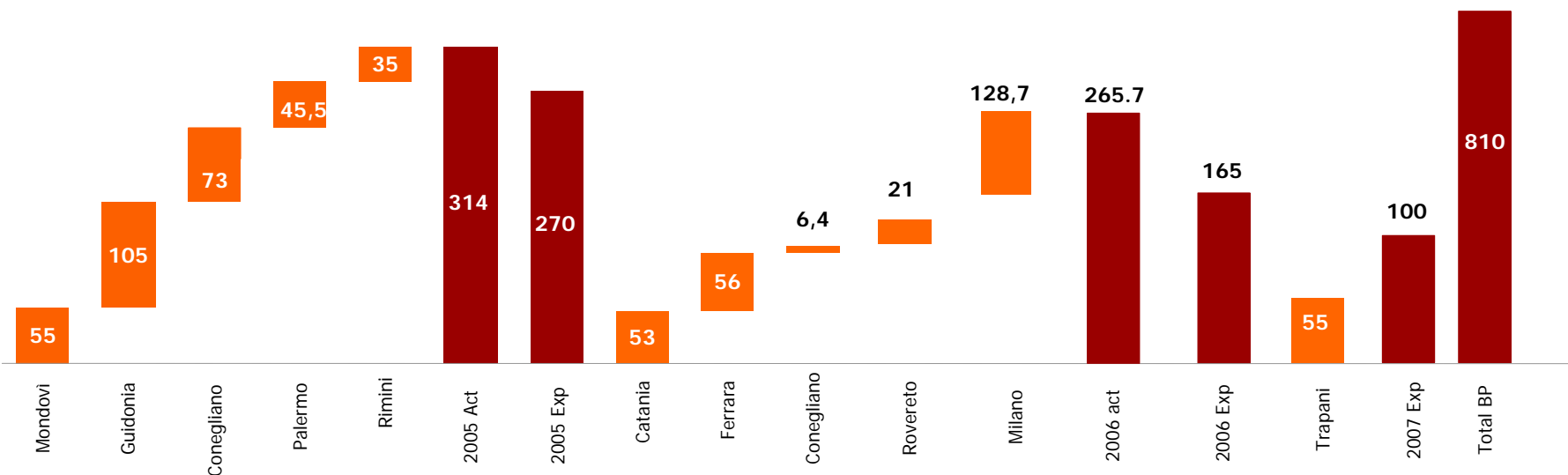
- **Board of Directors:** 15 members, of which 8 independent non executive directors. The Annual General meeting on April 28th appointed 3 directors representative of the minorities.
- **Internal control committee**, consisting of 3 non executive Board members of which 2 independent
- Internal dealing code
- Treatment of confidential information
- Lean and flexible organisation structure
- 30% of the top managers' total compensation is based on IGD financial results
- Outsourcing of non-core functions (legal, IT, tax...)

## Shareholding Structure

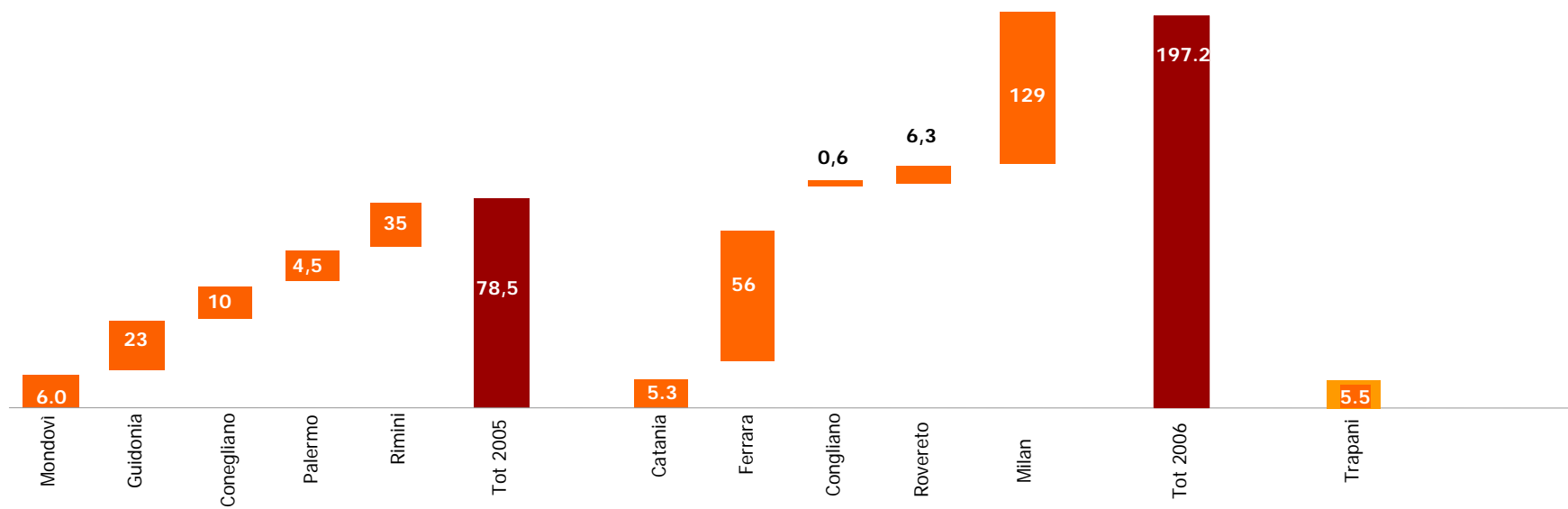


# Achievements and relative cashout

## Signed Agreements (€ m)



## Cash-out on the date of Agreements (€ m)



# Consolidated Balance Sheet

€ m	3Q06	4Q06
Intangible Assets	21,6	21,7
Tangible Assets	921,6	947,7
<b>Total Assets</b>	<b>943,2</b>	<b>969,4</b>
Inventories	29,49	0
Receivables	7,06	9,19
Other receivables	17,97	19,95
Payables	(14,6)	(13,3)
Other Payables	(2,7)	(2,2)
<b>Net Working Capital</b>	<b>37,19</b>	<b>13,59</b>
Long term payables	(40,2)	(28,1)
<b>Invested Capital</b>	<b>940,2</b>	<b>954,8</b>
<i>Funded by:</i>		
<b>Shareholder's Equity</b>	<b>586,4</b>	<b>617,2</b>
Cash & Cash Equivalents	29,4	20,5
ST Financial Debt	(143,1)	(127,8)
LT Financial Debt	(240,0)	(230,3)
<b>NFP</b>	<b>(353,8)</b>	<b>(337,6)</b>
<b>Total Funding</b>	<b>940,2</b>	<b>954,8</b>

## Consolidate Income Statement

€ m	4Q05	4Q06	Var %4Q
Freehold rents	9,2	12,9	
Leasehold rents	3,9	3,4	
Revenues from services	0,8	1,3	
Capital gains	0,0	3,5	
Other revenues	0,1	1,4	
<b>Total Revenues</b>	<b>14,0</b>	<b>22,4</b>	<b>59,9%</b>
Direct costs	(4,4)	(5,5)	
<i>of which passive rents</i>	<i>(3,2)</i>	<i>(2,7)</i>	
SG&A	(1,4)	(1,7)	
<b>EBITDA</b>	<b>8,2</b>	<b>15,2</b>	<b>84,8%</b>
<b>EBITDA %</b>	<b>58,6%</b>	<b>67,7%</b>	
Depreciation	0,1	0,1	
Fair Value Change	19,2	17,52	
<b>EBIT</b>	<b>27,5</b>	<b>32,8</b>	<b>19,0%</b>
Net Financial Income/(charges)	(1,1)	(3,2)	
<b>Profit Before Tax</b>	<b>26,4</b>	<b>29,6</b>	<b>11,8%</b>