
ACP Mezzanine Limited

Business Update

26 July 2007

Executive Summary

- ◆ Non-regulated, non-investment grade lender, focusing primarily on small and medium-sized enterprise (SME) markets in Europe
- ◆ Lending in conjunction with ACP Capital Limited who may provide investment grade debt and equity
- ◆ Control of underwriting process – diversified flow of assets which the Directors believe will ensure a risk-balanced growth
- ◆ Principal funding activities consist of:
 - ◆ Non-investment grade funding lines (BB/B)
 - ◆ Direct loans to SMEs (B/BB rated) – average loans of €5-20 million
 - ◆ Selective junior mezzanine loans to SMEs and other third parties – average loans of €5-20 million
 - ◆ Underwriting and syndication of non-investment grade debt packages (BB/B) on larger transactions – up to €75 million (with ACP Mezzanine holding maximum €20 million after syndication)
- ◆ Almost fully invested initial IPO proceeds and reviewing plans to raise further equity
- ◆ In parallel with a capital raise, the Company is contemplating a transfer of its listing to Euronext in Amsterdam, in order to access potentially larger pools of investor liquidity, whilst remaining compliant for holders of UK tax-efficient savings plans such as PEPs and ISAs
- ◆ Lower-than-targeted rate of leverage (32%) to date – targeted to increase to 65-70% on a stabilised basis
- ◆ ACP Capital has grown significantly – expected to be 25 employees by the end of 2007, with additional access to resources through its localised origination platforms
- ◆ ACP Capital's recent hiring of Lyndon Miles and Andrew Cormack in London expected to bring further skill sets to the Company

ACP Mezzanine's Unique Combination

- ◆ Integrated finance solutions offered jointly with ACP Capital
- ◆ Fundamental market changes i.e. Basel II are expected to accelerate demand for alternatives to traditional bank financing
- ◆ Diversified origination strategy:
 - ◆ Wholesale lending to ACP Capital's localised origination platforms who in turn provide direct lending to the smaller SME markets
 - ◆ Ability to underwrite and syndicate to a final hold position
 - ◆ Ability to lend unrated and junior mezzanine assets
- ◆ Services the under-funded SME segment in primary European countries i.e. Germany, France, Italy, UK
- ◆ Limited exposure to interest rate changes – all loans (other than junior mezzanine) are floating rate

ACP Capital Limited

Business overview

- ◆ SME focused integrated finance provider with full finance offering – equity, non-investment grade and investment grade debt
- ◆ Asset manager of third-party investment vehicles
- ◆ Provider of investment and non-investment grade debt
- ◆ Offices in London, Munich and shortly in Geneva and Milan
- ◆ Investor in localised origination platforms in Munich and Paris – platforms in UK and Italy intended by the end of 2007

Experienced management team and board with strong track record

- ◆ Derek Vago – CEO and founder of the Company. Former Co-Head of Nomura Asset Finance Group and Co-Head of CSFB European Real Estate Investment Banking
- ◆ Other key ACP Mezzanine management's former backgrounds include: Lyndon Miles – Investec, Andrew Cormack – Prudential, Eric Youngblood – Nomura Asset Finance and Jean-Christophe Gas – Nomura Asset Finance
- ◆ Key management and employees incentivised by shareholdings and long-term performance-based ESOPs

Governance and Process – ACP Mezzanine

- ◆ Organisational structure for the investment management role of ACP Mezzanine now in place:
 - ◆ Overall rating process and funding lines to be managed by Eric Youngblood
 - ◆ Funding lines to be led by Jean-Christophe Gas
 - ◆ Rating of all assets to be led by Andrew Cormack
- ◆ Origination and underwriting to be led by Lyndon Miles
- ◆ Strong corporate governance:
- ◆ Internal investment committee to take investment decisions (Eric Youngblood, Derek Vago, Lyndon Miles)
 - ◆ Decisions must be unanimous
 - ◆ Committee to consult the Board on deals above €15 million, or where any conflict may arise
- ◆ Predominantly independent Board (only one member of the Board is from ACP Capital) – the independent Board members are:
 - ◆ George Baird
 - ◆ Wolfgang Mellinghoff
 - ◆ Christophe Tanghe
- ◆ For more details on individuals, see Appendix

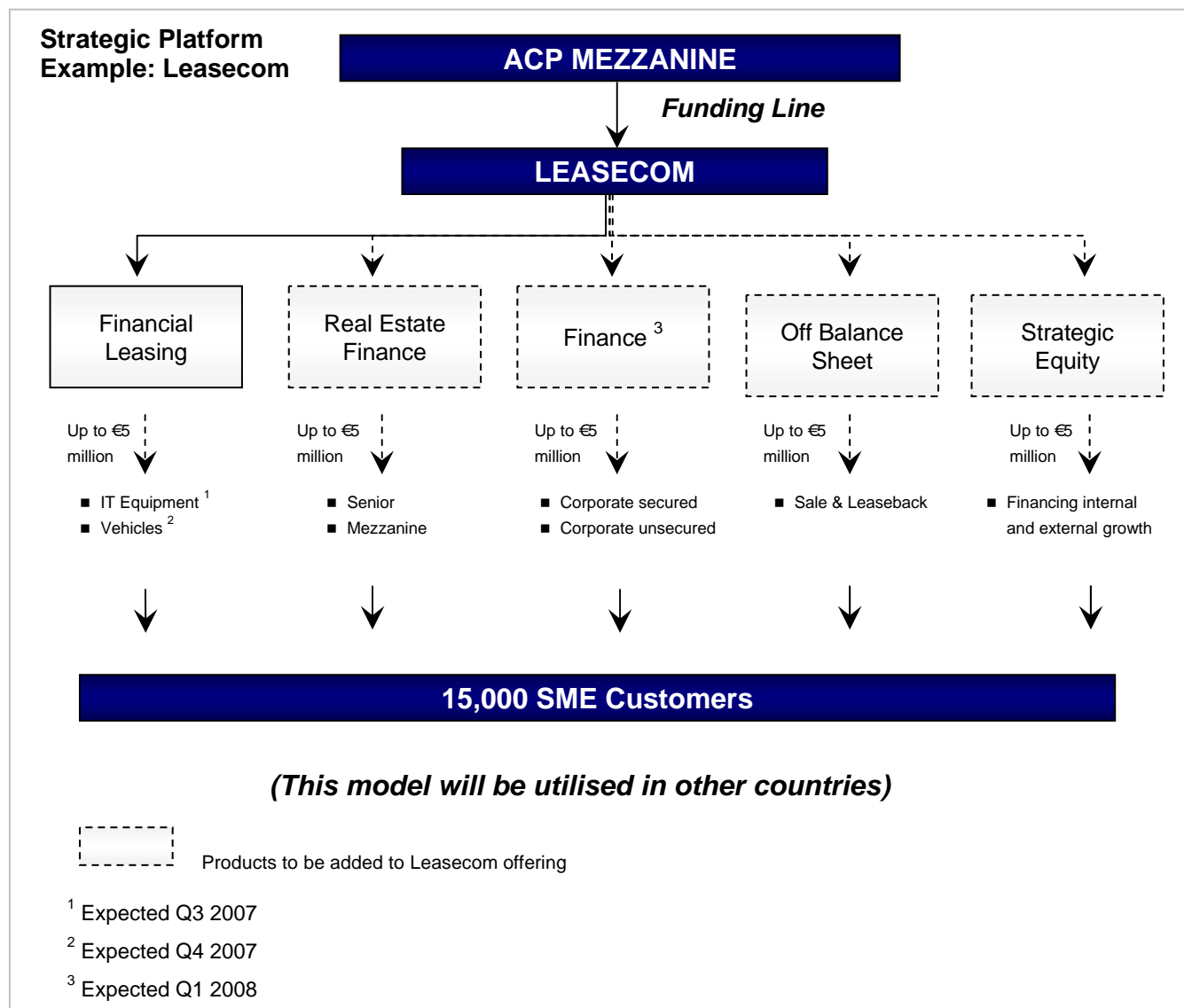
Local Presence Key to Origination

- ◆ ACP Mezzanine expects to benefit from ACP Capital's localised origination platforms
 - ◆ 45% strategic equity stake in French leasing business Leasecom
 - ◆ 20% strategic equity stake in German private equity and consulting business GCI Management AG focused on the SME market
 - ◆ 25.2% equity stake in UK finance provider Davenham Plc
 - ◆ In discussions to consider developing a German lending platform to the SME market
 - ◆ Discussions with Italian investment company Eurinvest to create a joint venture in a leasing platform
 - ◆ Discussions with other Italian companies regarding opportunities in developing financing origination platforms
 - ◆ ACP Capital intends that by the end of 2007, there will be a UK and Italian financial platform which will provide origination for the Company's lending business

ACP Capital's Strategic Platforms – Originators of Flow

Strategic Platforms

- Origination platforms focusing primarily on the provision of financing products to the SME sector
- ACP Capital take a significant minority equity stake and improve product offering
- ACP Capital and ACP Mezzanine to provide wholesale lending to platforms who in turn provide direct retail products to the SME end user (up to €5 million)



Summary

- ◆ Dividend paid in February 2007 of €0.02 (against target of €0.01) – second dividend proposed for H1 of 2007 of €0.045 (against target of €0.04)
- ◆ Directors believe the Company is well-placed to exceed total target dividend per share of €0.09 for the calendar year 2007
- ◆ Almost fully invested all proceeds of the IPO
- ◆ Target of €550 million of assets under management by 2009 – currently €137 million of assets (plus €9 million of cash)
- ◆ Sponsor in the process of developing an origination structure through the establishment of localised origination platforms (eg Leasecom), expected to be in place by the end of 2007:
 - ◆ Committed portfolio funding line to Leasecom expected by September 2007
 - ◆ Two further funding lines expected by the end of 2007
- ◆ ACP Capital has grown significantly – expected to be 25 employees by the end of 2007 with additional access to resources through localised origination platforms
- ◆ ACP Capital's recent hiring of Lyndon Miles and Andrew Cormack in London expected to further skills set of the Company

Appendix

Management and Board

Key Members of ACP Capital

■ Derek Vago – Chief Executive Officer

- 15 years' experience in international finance markets/corporate finance (inc Nomura, CSFB, Deutsche)
- Asset backed mezzanine lending and direct investments experience in Europe since 1995
- Formerly co-head and MD of Nomura International's Asset Finance Group (AFG)
- At AFG, responsibilities included all balance-sheet usage including equity, mezzanine and senior debt, underwriting, syndication, and repackaging of assets in the real estate, non-asset backed, CDO and ABS/CMBS sectors
- Experience across most asset types both asset backed and non-asset backed
- In three years, built AFG into a 30-strong team generating over £40 million in revenues with a book of approximately £2 billion
- Previously co-head of CSFB real estate investment banking group (Europe)
- IRR on AFG unrated mezzanine investments of 17 – 27% (excludes approximately 2% of potential additional return from syndicating debt)

■ Eric Youngblood – Chief Financial Officer

- 18 years' experience in structured finance in the US, Asia and European markets
- Previously Head of Asset-Backed Securitisation of Nomura International's AFG
- During his career, has been involved with transactions in, amongst others, the following sectors: residential and commercial mortgages, consumer loans, corporate loans, equipment leases, aircraft leases, trade receivables, government receivables and utility stranded costs, in more than 10 jurisdictions internationally
- Has been involved with the set-up and implementation of several servicing/origination platforms and has gained experience in risk monitoring and management

Key Members of ACP Capital Continued

■ Lyndon Miles – Head of Debt Underwriting

- 10 years experience in debt capital markets in the UK and European markets
- Managed Investec's Specialised Lending division within its Capital Markets business from 2005 to 2007
- At Investec responsibilities included the origination, structuring, underwriting and execution of senior and mezzanine debt for leveraged SME buyouts, growth finance, bridge finance and real estate finance
- Experienced in industries including manufacturing, infrastructure, communications, retail, business services and real estate
- Previously a Senior Manager at Pricewaterhouse Coopers, London, Corporate Finance Advisory Services
- Built a circa £65 million mezzanine book generating approximately £6 million per annum on a current return basis, i.e. excluding back-ended exit fees / profit shares
- IRR on Investec unrated mezzanine investments of 13% - 23%

■ Nikolaj Larsen – Executive Director, Head of Strategic Investments

- Responsible for strategic investments including the recent investment in Kamps Food Retail Investment (KFRI)
- Worked at Nomura Asset Finance Group for 3 years focusing on underwriting debt and equity for AFG in both the asset backed (which is mainly real estate and infrastructure) and non-asset backed sectors (various operating business)
- Gained experience prior to Nomura in corporate finance from CSFB with a focus on infrastructure, energy, oil and gas and utility sectors. Gained experience in private equity from Permira

Key Members of ACP Capital Continued

■ Andrew Cormack – Vice President, Credit Analyst, ACP Capital

- 7 years' experience in leveraged finance in the European markets
- Formerly an Associate Director at Prudential M&G Leveraged Finance where he worked more than three years sourcing new transactions, overseeing portfolio investments, assisting with the launching of CLO funds
- Prior to Prudential M&G held executive position at HSBC Specialised Financing

■ Jean-Christophe Gas – Vice President, ACP Capital

- Four years' experience at Nomura International plc, including two years as an Assistant Vice-President within the Asset Finance Group
- Experience in executing asset-backed and non asset-backed transactions, and two years within the Securitisation and Asset Finance Group, where he focused on whole business securitization ("WBS") execution.
- Graduated from the "Institute Supérieur de Commerce" in Paris, France.

Key Members of ACP Capital Continued

■ Alan Braxton – Non-Executive Director, ACP Capital

- Co-founder of Presidio Partners LLC, a full service real estate private equity firm which has completed private equity capital raising assignments in excess of US\$2.7 billion
- Prior to Presidio, acted as principal in the Real Estate Private Equity Group at Bank of America Securities LLC. During his tenure at Bank of America, the group completed transactions in excess of US\$4.0 billion on behalf of their clients
- Other previous assignments include Managing Director with LaSalle Investment Management

■ Daniele Discepolo – Non-executive Director, ACP Capital

- Italian certified barrister with over 30 years' experience as a corporate legal specialist covering insurance, banking, leasing, company law and auditing.
- Has held various Directorships across several sectors in the Italian market, including roles at Piaggio S.p.a and at communications specialist Invextra S.p.a where he was Chairman of the Board of Directors.
- Extensive experience in advising major Italian banking groups
- Graduated at the Pisa University Law School in 1969, was called to the Bar in 1972 and was admitted before the Italian Supreme Court of Cassation in 1986.
- Currently a Director of Investimente e Sviluppo S.p.a, the Italian finance house with which ACP Capital intends to pursue opportunities in the Italian SME market.

Key Members of ACP Capital Continued

■ François Georges – Non-Executive Director, ACP Capital

- Previous Director General of Pierre et Vacances, the French tourism and leisure group which owns CenterParcs Europe
- Under his management, Pierre & Vacances grew from a turnover of €150 million in 1999 to €1.2 billion in 2004

■ Heiner Kamps – Non-Executive Director, ACP Capital

- Well-renowned German industrialist who built Kamps AG into a listed bakery group subsequently acquired by Barilla for €1.8 billion (including debt) in 2002
- CEO of Kamps Food Retail Investments, a holding company that acquired Nordsee, the fish-restaurant chain with a turnover of c.€340 million and over 400 restaurants across Germany, Austria, Switzerland and eastern Europe, in September 2005
- Trustee of the humanitarian Heiner Kamps Foundation “Bread against Misery” founded in 2003

Key Members of ACP Mezzanine

■ Christophe Tanghe – Non-Executive Director, ACP Mezzanine

- Managing Director and Head of ING Real Estate Capital Advisors
- 17 years of real estate investment and advisory experience in Europe and the United States, having originated and/or executed several billion Euros of real estate transactions encompassing all property types
- Founding partner of Lehman Brothers Real Estate Partners, L.P., which during his management committed or invested US\$1.6 billion of equity in 61 transactions in Europe and the United States

■ George Baird – Non-Executive Director, ACP Mezzanine

- Previous Treasurer of the States of Jersey and Finance Director with the Mourant Group
- Holds several non-executive directorships, including Chairman of Invesco Leveraged High Yield Fund Limited

■ Wolfgang Mellinghoff – Non-Executive Director, ACP Mezzanine

- Mr. Mellinghoff has spent the last 20 years as an owner and/or CEO of a variety of German and Austrian Mittelstand companies, among others as owner of Thonet Vienna Ges.m.b.H & Co., CEO of Autania AG and CEO of ADIA INTERIM GmbH, Germany (currently known as Adecco GmbH)
- As a Non-Executive Director, Mr. Mellinghoff will utilise his Mittelstand contacts and experience to enhance ACP Mezzanine's origination strategy