

Paris, 8 July 2010

## **Success of the issuance of ABSA of around €35 million by OFI Private Equity Capital**

The capital increase launched on 14 June 2010 by OFI Private Equity Capital (OPEC) via an issue, with shareholders' preferential subscription right (*droit preferentiel de souscription "DPS"*) of shares with associated shares subscription warrants (*actions à bons de souscription d'actions* or "**ABSA**") has been a great success. This offer has been oversubscribed with a total request of 4,633,638 ABSA covering more than 105.5% of the offer.

Consistently with the initial offer, the final gross income of the offer is € 35,151,664 of raised funds which results in the creation of 4,393,958 ABSA.

The operation was followed up by the leading shareholders of the Company (i.e. MACIF, MAIF and Filial MAIF) at the level of all their preferential subscription rights, enabling the reinforcement of the Matmut as well as the entry of *Union Mutuelle Retraite* in the share capital of the Company.

Furthermore, OFI PEC has decided to allocate to its shareholders, prior to the launch of the ABSA issue, free stock subscription warrants ("**BSA 1**").

OFI private Equity Capital owns investments in 10 companies, of which 6 are held as a majority shareholder representing a consolidated turnover of € 307 million and a consolidated EBITDA of € 47.3 million in 2009 (DESSANGE International, Léon de Bruxelles, IMV Technologies, Groupe Financière de Siam, Gault & Frémont, Fondis Electronic). As of 31 March 2010, the valuation of its portfolio is of € 161.6 million, its Net Asset Value is of € 18.40 per share.

Olivier Millet, Chairman of the Supervisory Board of OFI Private Equity has declared: "*the success of our capital increase in the context of such unfavourable market conditions reflects the confidence of our shareholders in our strategy. We would like to thank them for taking part in our operation and we wish to welcome our new shareholders. This message of confidence is directly aimed at the members of the management and the teams of the companies in our portfolio. This capital increase reinforces our balance sheet and our resources enabling us to develop our portfolio and seize the opportunities that may arise in the forthcoming months to continue strengthening and diversifying OFI Private Equity Capital's assets.*"

### **> REASONS FOR THE OPERATION AND USE OF THE PRODUCT**

The issuance of the ABSA procures OFI PEC with new resources enabling it to seize opportunities for acquisitions from the second half of 2010 according to the opportunities that may arise and the market conditions, before achieving the natural rotation of its portfolio for the 2011/2013 period, thus giving it a certain level of autonomy in its development.

The issuance of the BSA 2 attached to the shares and the free allocation of BSA 1 will enable OFI PEC, in the event of vesting of the warrants, to make new acquisitions by 2013, according to the opportunities and the market conditions, independently of the funds generated during the natural rotation of the portfolio from 2011.

## **> RESULT OF THE OPERATION**

---

4,153,450 ABSA have been subscribed, covering 94.5% of the issue of ABSA. In addition, 480,188 ABSA have been requested on a reducible basis and after reduction 240,508 shares have been subscribed.

The settlement/delivery of the 4,393,958 new shares and their admission for trading on the Euronext Paris stock market is planned to take place on 12 July 2010. The new shares shall be fully fungible with the existing shares of the Company and negotiated on the same quotation line as the existing shares of the Company (ISIN code FR0000038945).

According to Article R. 228-92 of the French Commercial Code and to the provisions of Article 4.1.5 a) of the Company's Prospectus which received the *Autorité des marchés financiers* visa no. 10-179 dated 14 June 2010, the holders of BSA 1 shall be informed that the initial exercise parity of the BSA 1 which allowed them to obtain 1 new share for 5 BSA 1 and which shall be adjusted at the settlement/delivery of the ABSA on 12 July 2010 to take into account the effect of the issuance of the ABSA, will remain unchanged given that the calculation parameters of this new parity have not evolved since the issue of the BSA 1.

The admission for trading of the BSA 1 and the BSA 2 on the Euronext Paris stock market is planned on 12 July 2010 under the respective ISIN Codes FR0010909283 and FR0010909309.

Following this operation, the capital of the Company consists of 10,545,500 shares.

The lead manager for the operation was Oddo Corporate Finance.

## **> AVAILABILITY OF PROSPECTUS**

---

Copies of the prospectus comprised of (i) the Company reference document filed with the AMF on 26 April 2010 under number D. 10-0326, and (ii) a securities note (including a prospectus summary) which received the AMF's visa no. 10-179 dated 14 June 2010, are available free of charge and on request from OFI Private Equity Capital (12, rue Clément Marot - 75008 Paris). The prospectus may also be obtained on the websites of OFI Private Equity Capital ([www.ofi-pecapital.com](http://www.ofi-pecapital.com)) and the AMF ([www.amf-france.org](http://www.amf-france.org)).

OFI Private Equity Capital would like to draw investors' attention to the sections relative to risk factors included in the prospectus approved by the AMF before making their investment decision.

## **> ABOUT OFI PRIVATE EQUITY CAPITAL**

---

OFI Private Equity Capital is an investment company listed on NYSE Euronext (Compartment C) (Code: OPEC), which invests in both equity and mezzanine in secondary buy-outs of French companies with enterprise values of between €15 and €75 million that have been the subject of a previous LBO.

OFI PRIVATE EQUITY: Olivier Millet • +33 (0) 1 40 68 17 50 • [omillet@ofi-privateequity.fr](mailto:omillet@ofi-privateequity.fr)  
Jean-François Mallinjoud • +33 (0) 1 40 68 67 94 • [jmallinjoud@ofi-privateequity.fr](mailto:jmallinjoud@ofi-privateequity.fr)  
Elisabeth Auclair • +33 (0) 1 40 68 17 25 • [eaclair@ofi-privateequity.fr](mailto:eaclair@ofi-privateequity.fr)

GROUPE OFI: Anne-Françoise Lacoste • +33 (0) 1 40 68 17 66 • [alacoste@ofi-am.fr](mailto:alacoste@ofi-am.fr)

BRUNSWICK: Agnès Catineau • + 33 (0) 1 53 96 83 83 • [acatineau@brunswickgroup.com](mailto:acatineau@brunswickgroup.com)  
Benoit Grange • + 33 (0) 1 53 96 83 83 • [bgrange@brunswickgroup.com](mailto:bgrange@brunswickgroup.com)

OFI PRIVATE EQUITY  
CAPITAL  
12, rue Clément Marot  
75008 Paris  
[www.ofi-pecapital.com](http://www.ofi-pecapital.com)

**Not to be published, transmitted or distributed, directly or indirectly,  
in the United States, Canada, Japan or Australia**

Share information:

Ticker: OPEC

NYSE Euronext Paris, Compartment C

ISIN Code: FR0000038945

Number of shares: 6,151,542

Free float: 35 %

For more information, please consult our website at: [www.ofi-pecapital.com](http://www.ofi-pecapital.com)

**> WARNING**

---

*This press release must not be published, transmitted or distributed, directly or indirectly, outside of France, and particularly in the United States, Canada, Japan or Australia.*

*This press release is not an offer of stock market securities or any solicitation to purchase stock market securities in France or in any other country.*

*This press release does not constitute an offer of stock market securities or any solicitation to purchase stock market securities in the United States. Stock market securities can only be offered or sold in the United States following registration pursuant to the 1933 US Securities Act, as amended, or within the framework of an exemption from this obligation for registration. The stock market securities mentioned in this press release have not been and will not be registered under the 1933 US Securities Act and OPEC has no intention of conducting a public offer of its stock market securities in the United States.*

*This press release is not an offer of stock market securities in the United Kingdom. It is only intended for persons who are not in the United Kingdom, or who have professional experience in investments and disinvestments in the sense of article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order"), or are people fulfilling the provisions of Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Order.*

*The dissemination, publication or distribution of this press release in some countries may be a breach of the legal and regulatory provisions in force. Consequently, the persons physically present in these countries and in which this press release is disseminated, published or distributed must enquire about and comply with these laws and regulations.*

\*

\*

\*