



SARAS

Analyst Presentation

Milan

13 June 2006



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It is expected that the information contained in the Preliminary Offering Memorandum will be supplemented, before pricing, by information on the arbitral award in the Sarlux arbitration, the 1Q06 financial results and other material developments, if any. All recipients of the Preliminary Offering Memorandum will receive a supplement containing such information.



Saras speakers



Paolo Alfani

**Executive Vice Chairman
and General Manager**

With Saras since 1992

1969 – 1992
Esso Group



Corrado Costanzo

Financial Director

With Saras since 1989

Previously with
Banca IMI,
Ralston Purina Group



Dario Scaffardi

**Supply and
Trading Director**

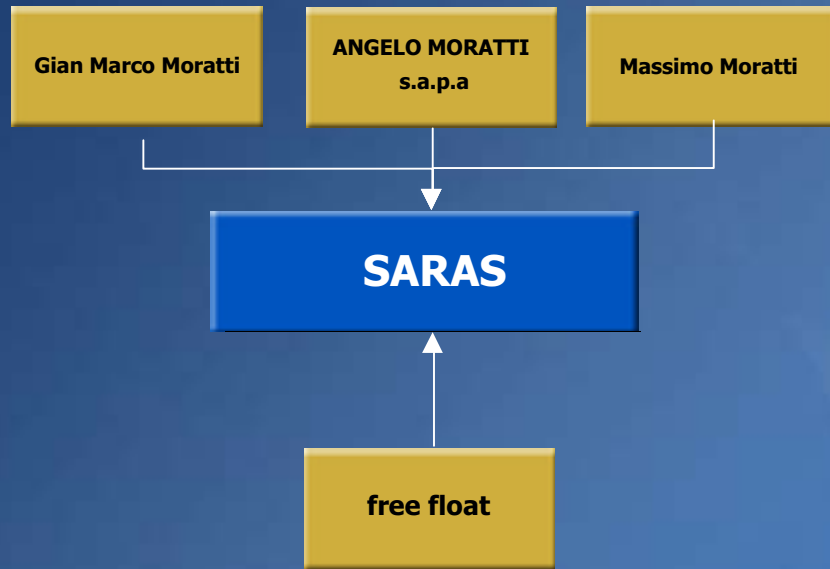
With Saras since 1995

Previously with
ENI, Cameli, Indutech

A long & successful history



Saras corporate governance



Internal audit committee

Gabriele Previati (chairman)

Gilberto Callera

Mario Greco

Compensation committee

Gilberto Callera (chairman)

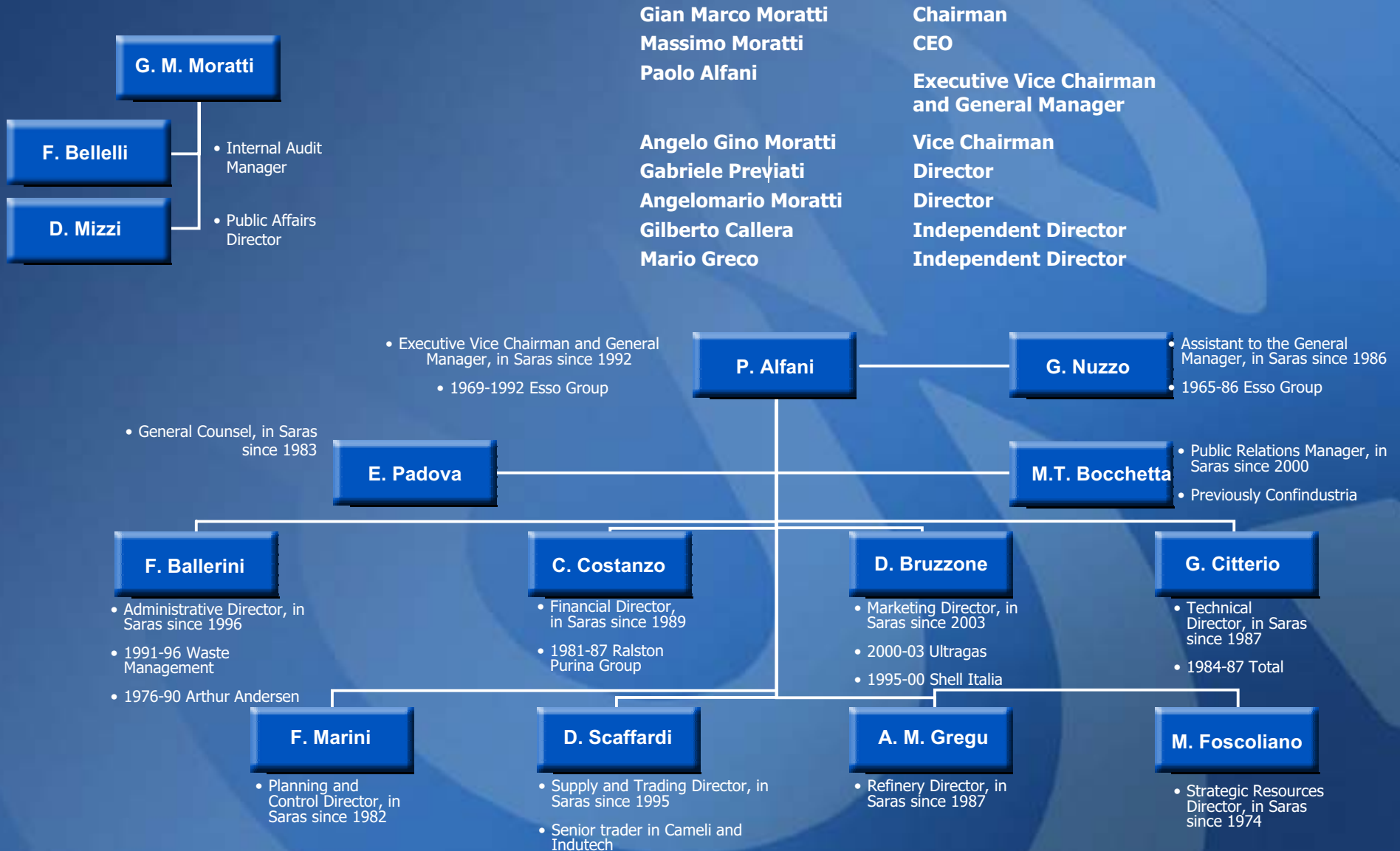
Gabriele Previati

Mario Greco

Board of directors

Name	Age	Appointment
Gian Marco Moratti	69	Chairman
Massimo Moratti	60	CEO
Paolo Alfani	63	Executive Vice Chairman and General Manager
Angelo Gino Moratti	42	Vice Chairman
Gabriele Previati	67	Director
Angelomario Moratti	32	Director
Gilberto Callera	66	Independent Director
Mario Greco	46	Independent Director

Experienced and committed management team





Company overview

Investment summary

Top quality asset

- Third most complex supersite refinery in WE: 7.9
- Fully compliant with 2009 EU diesel specifications

Unique business model

- About 70% of non standard crudes
- Full integration with IGCC and petchem plants

Strong and stable cash flow generation

- Superior overall margin: 11.5 \$/bbl in 2005
- Stability from third party processing and power generation






Strategy geared towards value creation

- €500 mm capex in 2006-2008 to increase complexity
- Pre-empt investments to exploit long term synergies between refining, power and gas



A leading independent energy group

SARAS GROUP

Refining	Power generation	Marketing	Others	Wind
				
Saras	Sarlux	Arcola Petrolifera & Saras Energia	Akhela & Sartec	Parchi Eolici Ulassai
<ul style="list-style-type: none"> 300,000 bbl/day capacity #3 supersite for complexity¹ in Western Europe (WM complexity index 7.9) Full integration with IGCC & petchem plants 	<ul style="list-style-type: none"> World's largest liquid fuel IGCC plant 575MW installed capacity CIP6 incentivised tariff Priority of dispatch 	<ul style="list-style-type: none"> 3 million tons of refined products sold in 2005 Owned depots in Arcola (Italy) & Cartagena (Spain) 40% of Sardinian wholesale market 	<ul style="list-style-type: none"> Akhela: Information Technologies Sartec: Industrial Services 	<ul style="list-style-type: none"> 72MW wind park benefiting from Green Certificates Priority of dispatch Start-up end 2005
2005 IFRS EBITDA by business (€mm)				
531	269²	44	(4)	Startup

¹ Source: Wood Mackenzie, February 2006

² 100% Sarlux Italian GAAP financials

FULL CONSOLIDATION AREA FROM Q2/06

Fully invested integrated refinery

Early 90's

Late 90's - Early 00's

2005

Complexity, Integration, Diversification



€400mm

FCC expansion,
Hydrocracking &
Desulphurization



€1,200 mm

High pressure
Hydrocracking,
Etherification & IGCC



€100+ mm

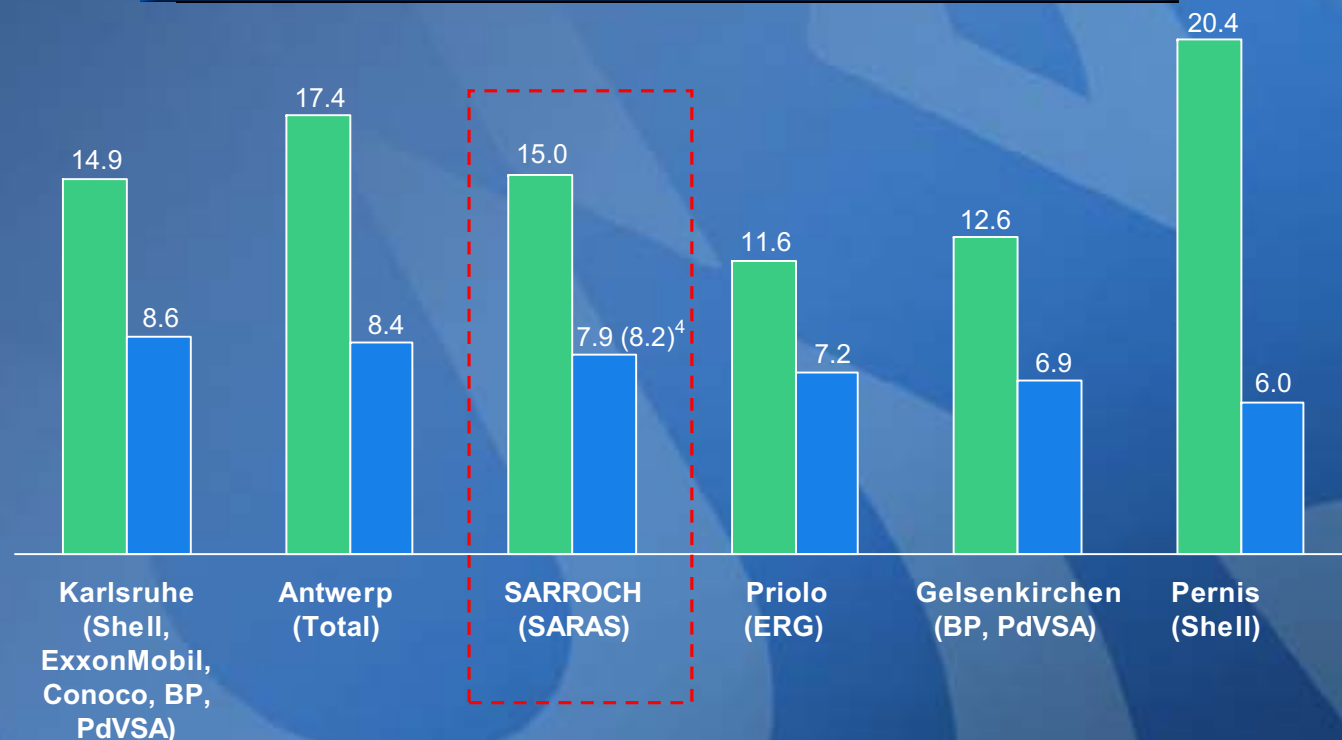
Wind park

Optimal investment timing

Third most complex supersite in WE

- One of the six supersites in Western Europe¹
- 300,000 bbls/day capacity
- Biggest refinery in the Mediterranean area, covering 15% of Italian capacity
- 20 plants within Sarroch site²
- Petrochemical integration and gasification not fully considered in Wood Mackenzie analysis

Capacity and complexity index



■ Capacity (mm tons/year)³ ■ Complexity Index

¹ Wood Mackenzie February 2006

² 19 plants owned by Saras plus the IGCC unit owned by Sarlux

³ Actual capacity utilized

⁴ with 100% of Sarlux

Source: Wood Mackenzie February 2006

Sarroch Refinery is the heart of Saras activity



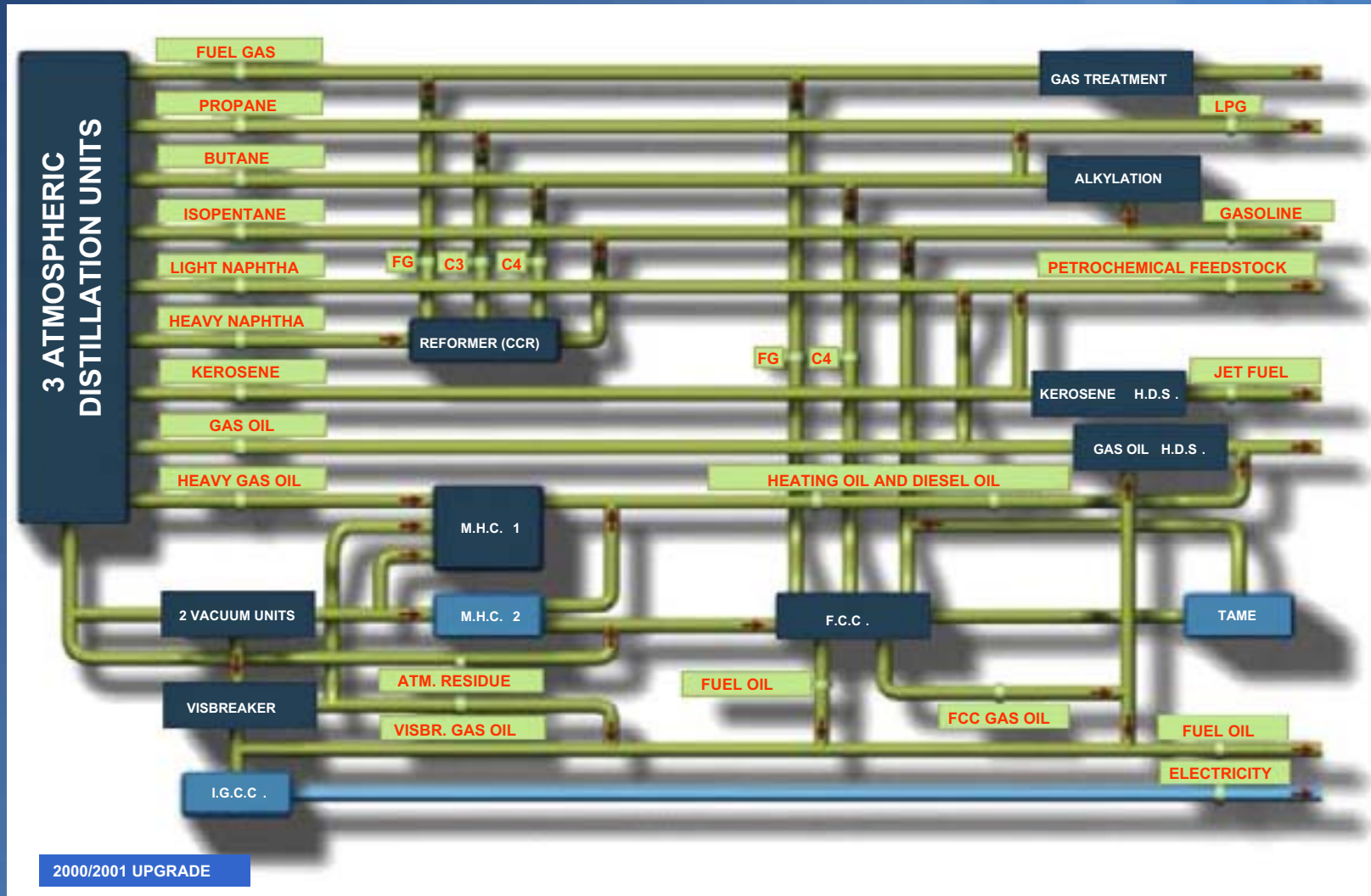
Strategic geographic location

- Ideal logistic position thanks to coastal location in South Western Sardinia
- In the middle of the Mediterranean Sea, Sardinia is on the crossroad of the world's most important oil routes
- Close to some of the most relevant oil production areas in the world
- Close to important products markets such as Southern Europe and North Africa

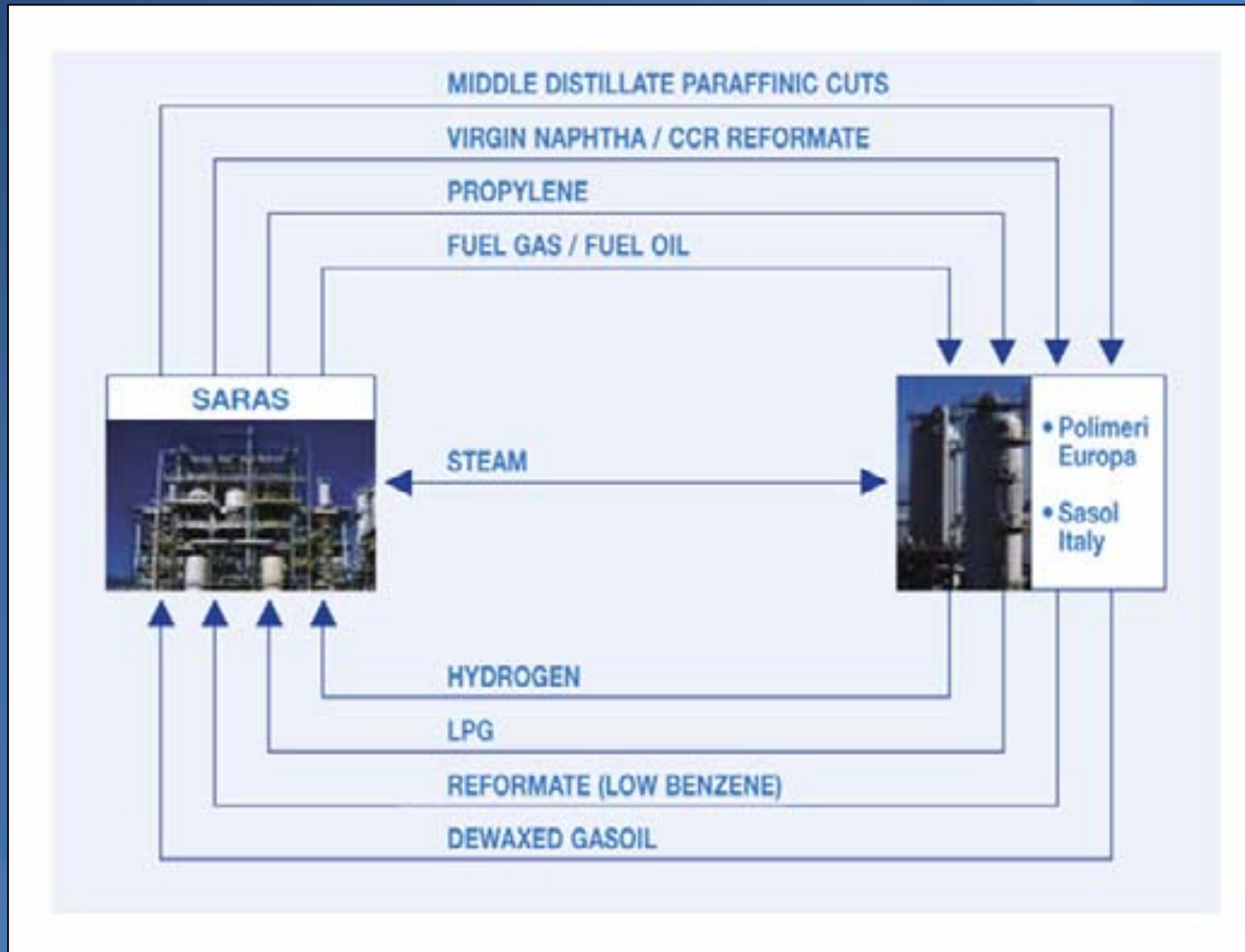
Sarroch site location



Refinery configuration



Petrochemical integration

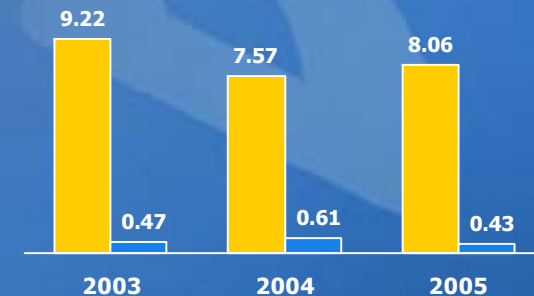


Strong environmental policy

- Saras is ISO 9001 and ISO 14001 certified
- Paramount attention is devoted to environment and safety
- Saras internal policies are consistently more stringent than legal requirements

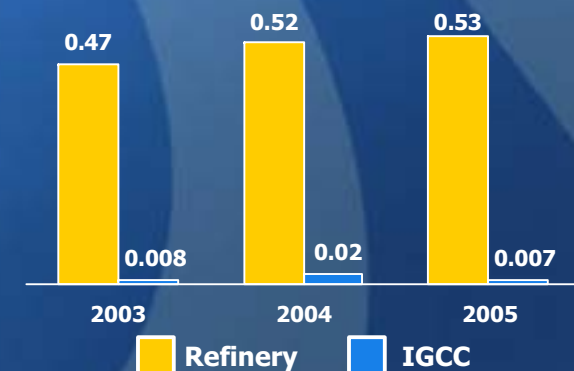
SO₂ emissions

'000 ton Maximum emissions by law: 16.0



Dust emissions

'000 ton Maximum emissions by law: 0.90



Track record of superior margins

Integrated refining & power generation margins



¹ Margin, based on management accounting, calculated as revenues (sales, fees and change in inventory) minus variable costs divided by actual refinery runs

² IGCC Margin, based on management accounting, calculated as 100% of Sarlux revenues minus variable costs divided by actual refinery runs

³ Benchmark is 50% Ural - 50% Brent margin provided by EMC based on FOB Mediterranean prices

Note: Margins of other industry participants may be calculated in different ways and may not be exactly comparable to ours





Market outlook

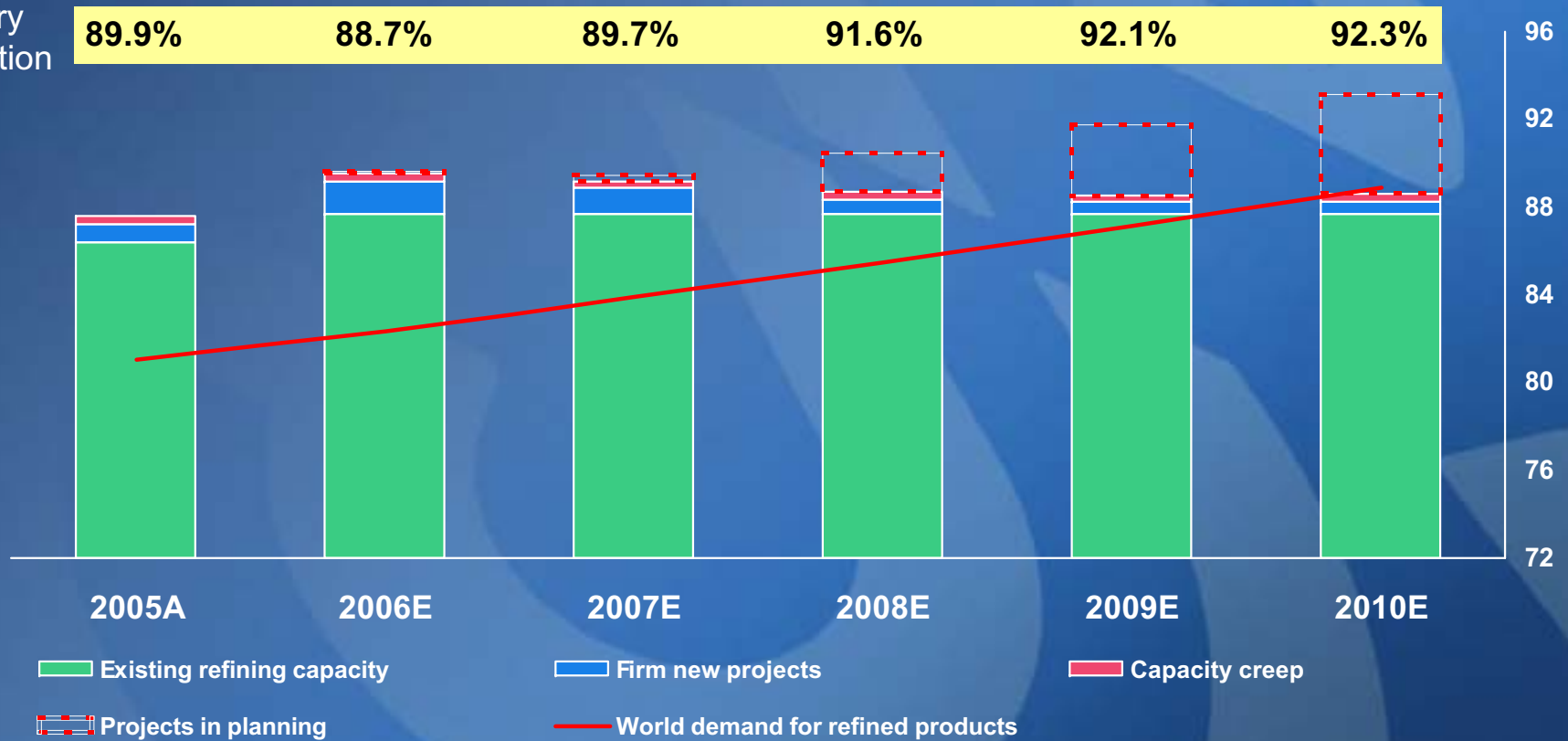


Positive industry outlook

World demand for refined products and refining capacity

million bbls/day

Implied refinery utilisation rate



Source: EMC

Refining margins are benefiting from tightening of supply/demand spread

World oil demand, refining capacity and margins

■ Refining margins have steadily increased since 2003

■ Refining margins forecasted for next few years remain very positive

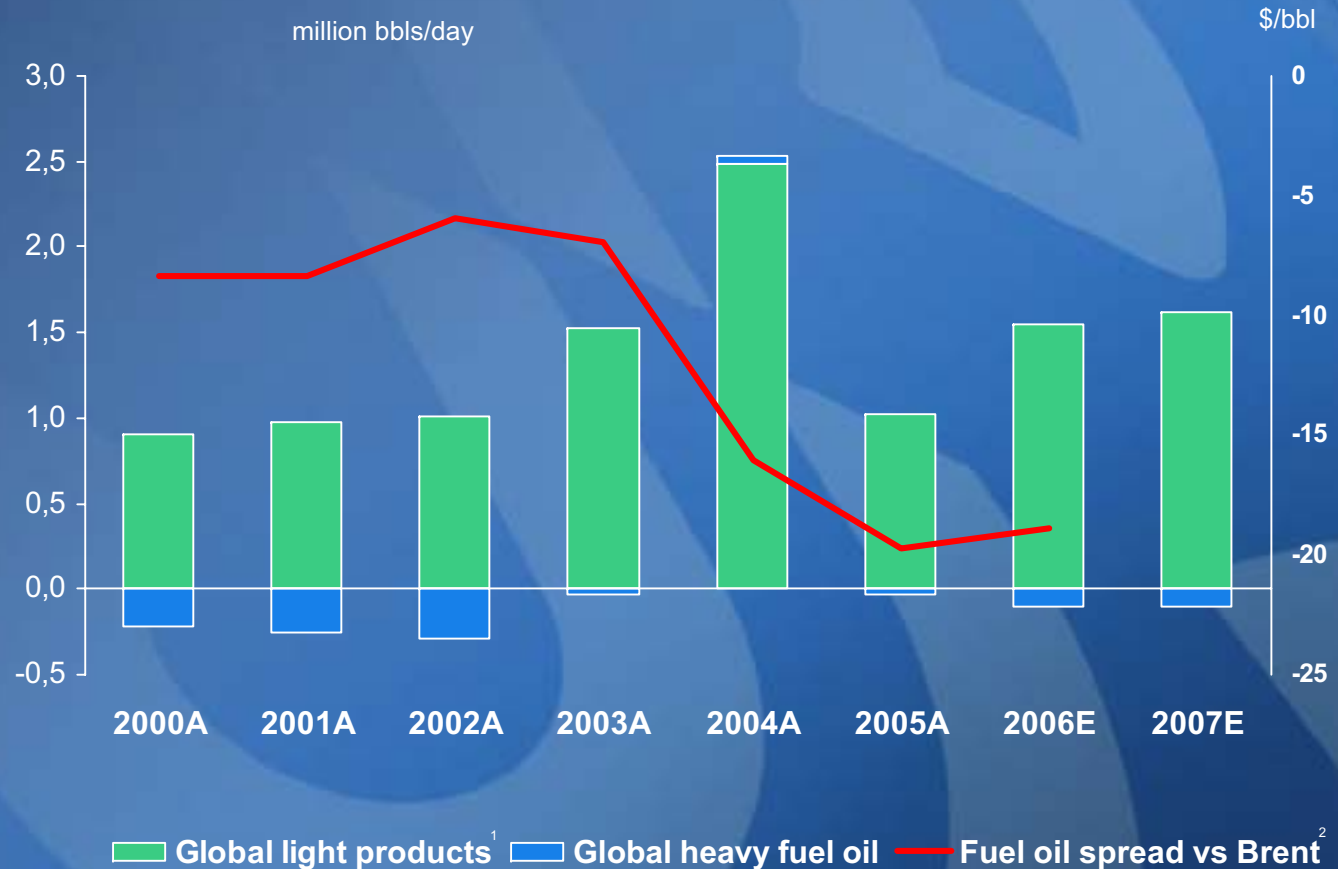


Source: Saras elaboration on EMC and CERA data

Price spread between light and heavy products is increasing

- Growth in oil demand is almost exclusively for light products
- Demand for fuel oil is decreasing
- Environmental regulations are phasing out high sulphur products

World oil products demand growth



¹ Light products include gasoline, naphtha, jet/kero, distillate, and LPG

² High FOB Fuel oil 3.5% MED minus Brent dated

Source: Saras elaboration on CERA (Alert Winter 2006, World Oil Watch) and Platts data

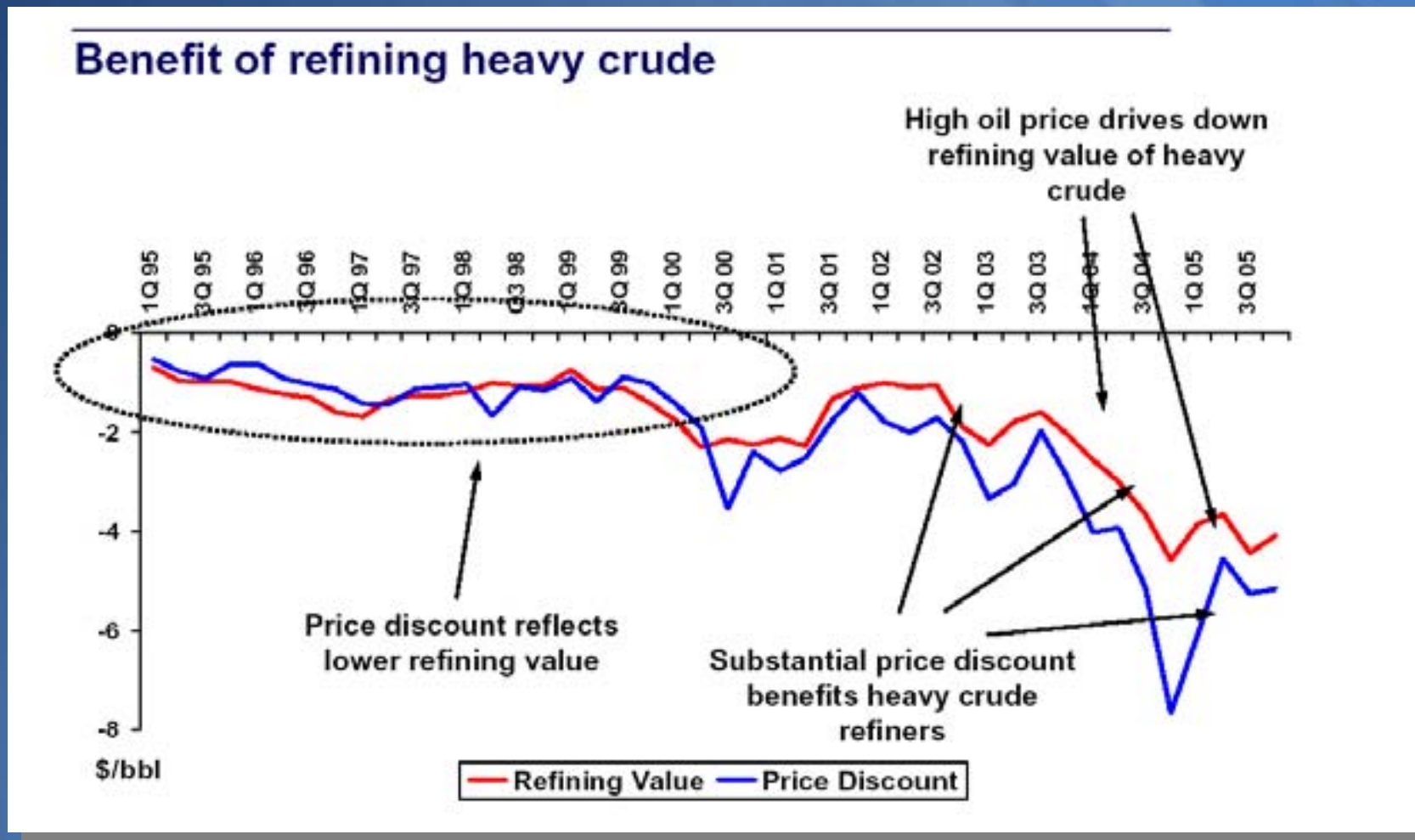
..as well as price spread between light sweet and heavy crude oils

- Price differential between light sweet and heavy sour crude oils has been steadily increasing
- Increased production of heavy sour crude oils
- Sweet crude oils are best suited to use spare/incremental capacity

Arabian Heavy official discount to IPE Bwave



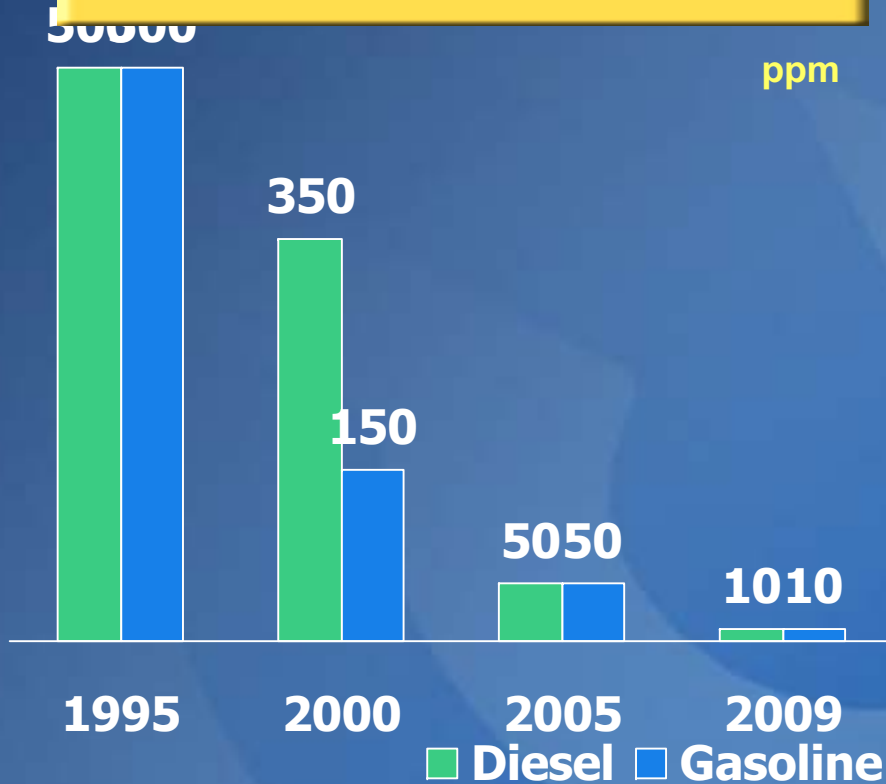
Increase of heavy crude oil price discount benefits heavy crude oil refiners



Changes in enviromental specifications create opportunities for refiners...

Evolution of gasoil and gasoline sulphur specifications

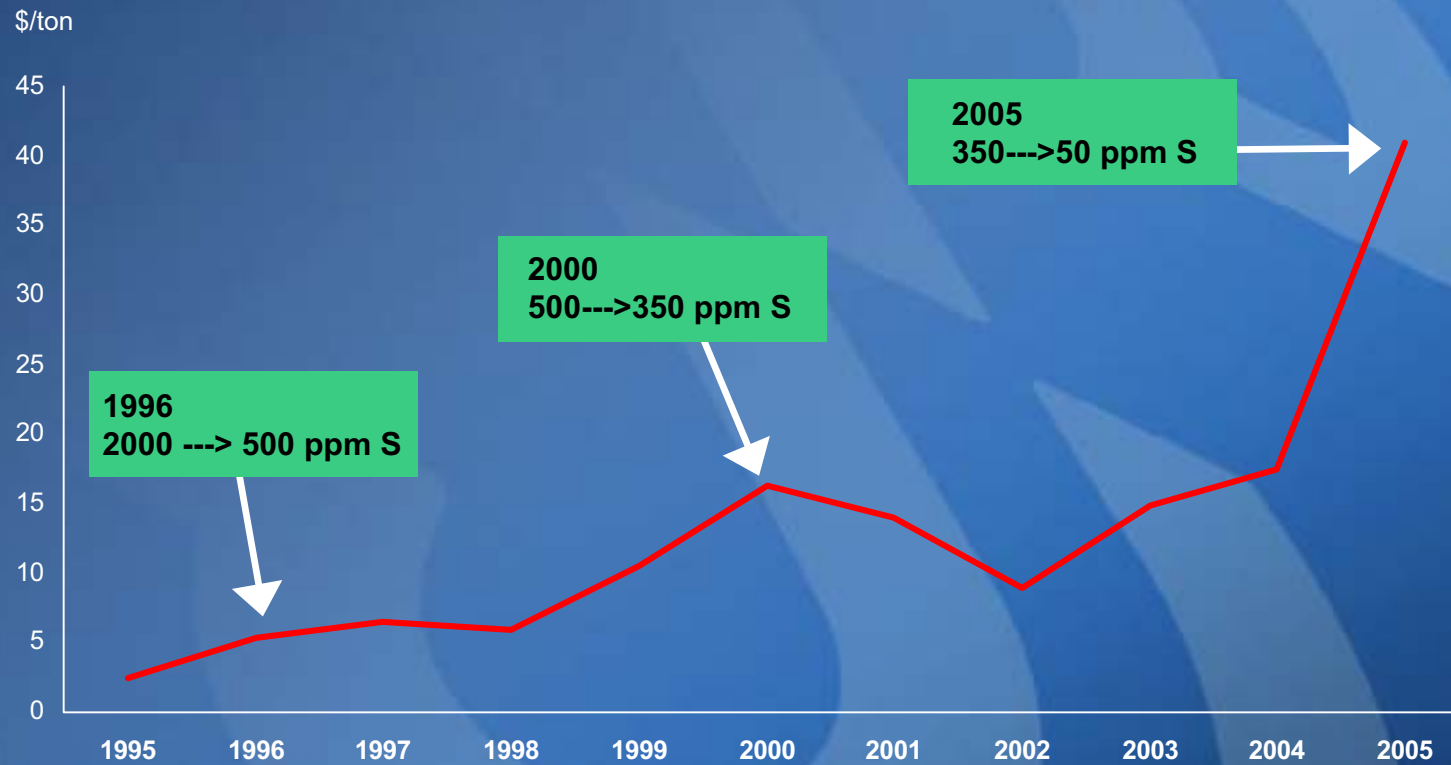
European Union



Country	Gasoline (ppm sulphur)			Diesel oil (ppm sulphur)		
	current	future	starting from	current	future	starting from
European Union	50	10	2009	50	10	2009
USA	300	30	2006	500	15	2006
Canada	30	-	-	500	15	2006
Australia	150	50	2008	500	10	2009
Japan	50	10	2007	50	10	2007
Singapore	500	150	2007	500	50	2007
China	500	350	2006	500	150	2007

..and are important driver for gasoil prices in the med

Diesel vs Heating Gasoil¹ spread

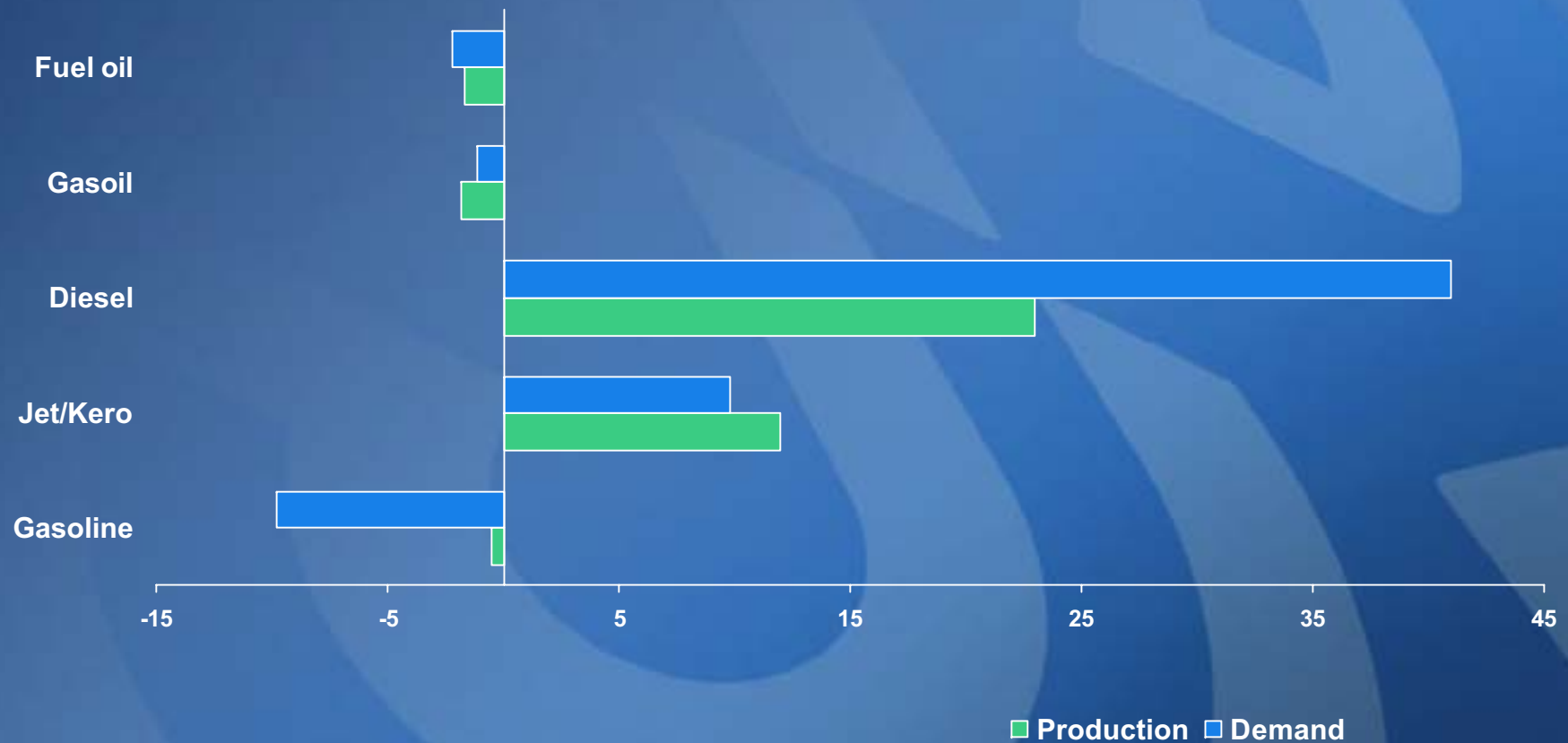


¹ Differential High FOB EN590 and ULSD 50 ppm vs Gasoil 0.2%, MED
Source: Platts

Diesel demand growth outpaces capacity in Europe

2005-2010 incremental production vs demand

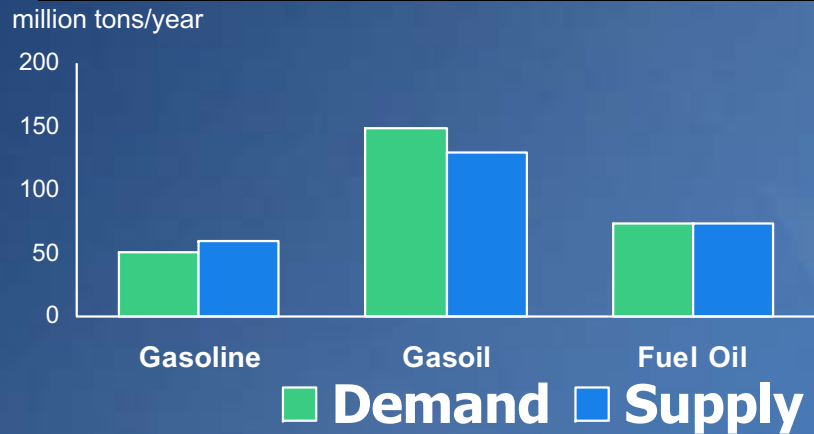
million tons



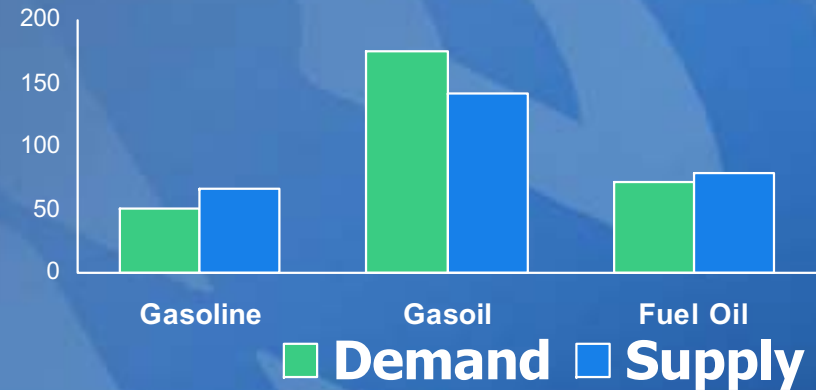
Source: Saras elaboration on Wood Mackenzie data (Downstream Oil discussion materials, January 2006)

Developed countries are characterized by stable consumptions

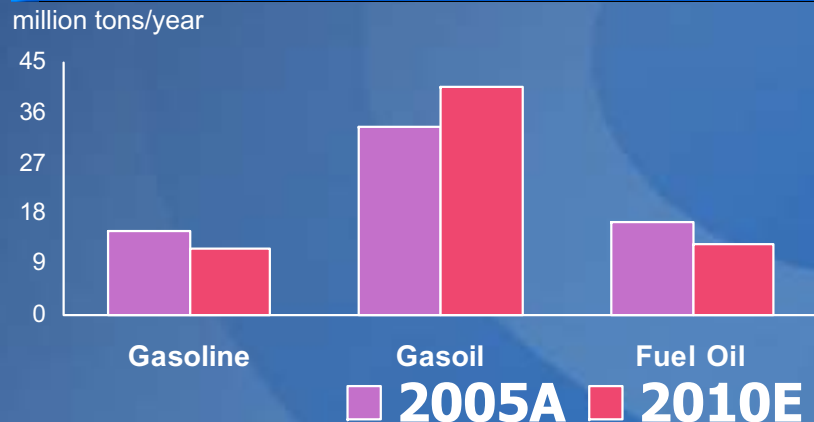
2005 Mediterranean demand and supply



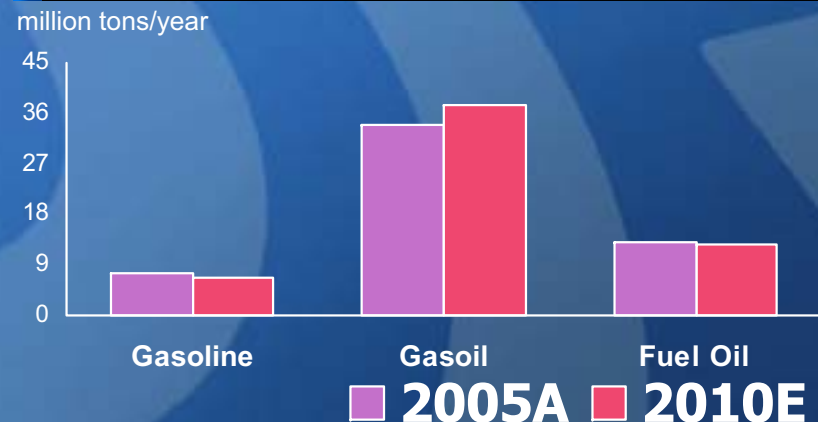
2010 Mediterranean demand and supply



2005-2010 Italian demand



2005-2010 Spanish demand

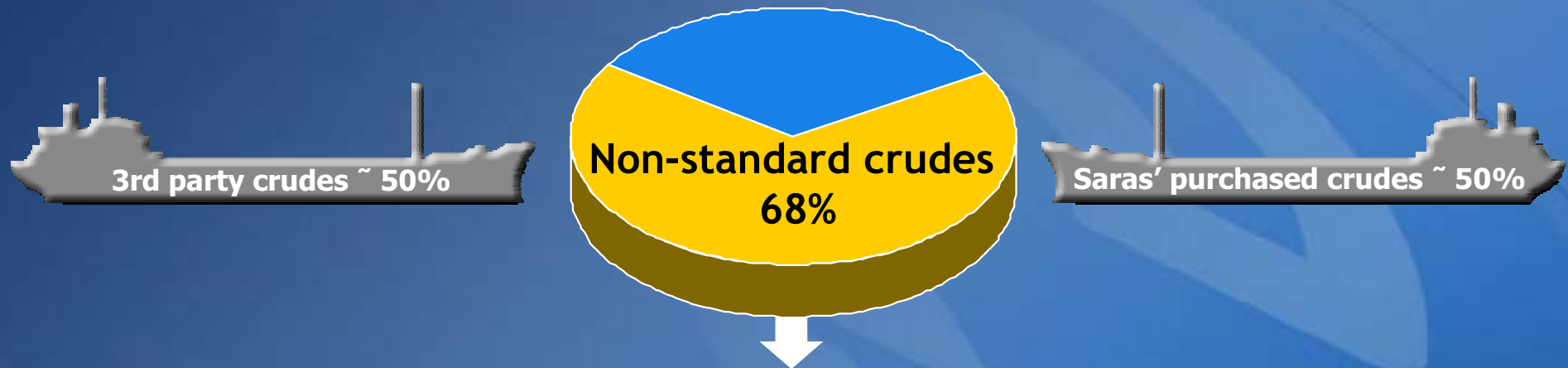




Business description



A unique business model

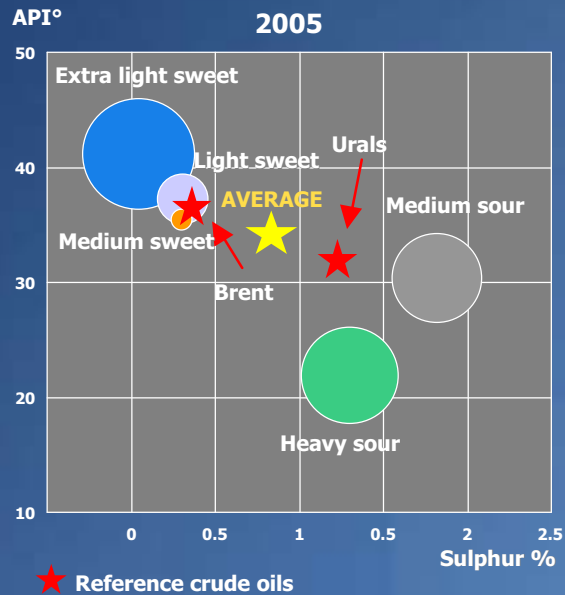


Full integration between production, planning & commercial
Synergies from optimal crude selection
Maximum production of high value products



Flexibility, reliability & full integration

Over 65% of non-standard crude oils

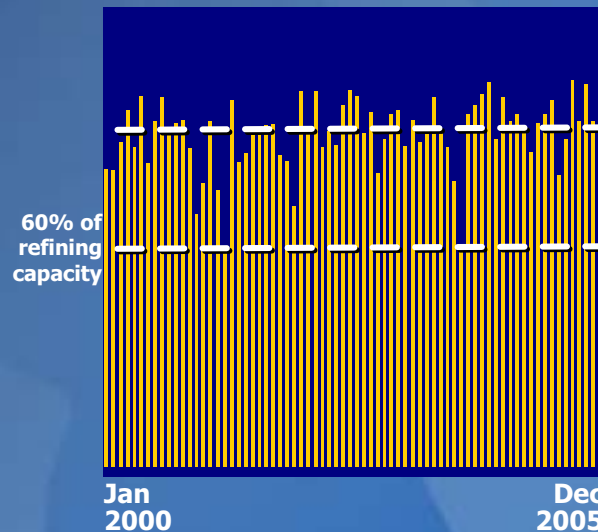


Unique blending of crude oil slate & superior ability to refine non-standard crude oils

Monthly crude oil runs

Million tons

2000-05 monthly average: 1.2 million tons



A single asset refinery based on 3 independent production trains



TAR

Hydrogen & steam



Middle distillate
paraffinic cuts,
CCR reformat

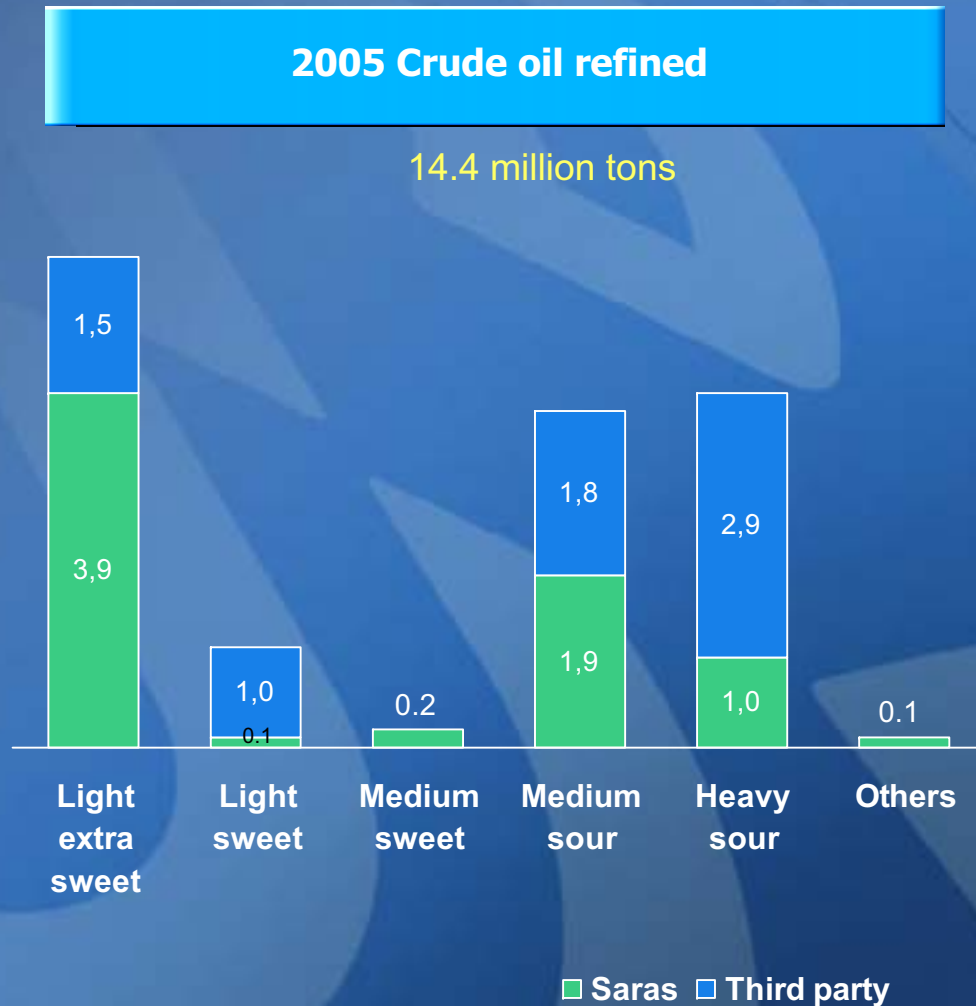
Hydrogen, low
benzene
reformat

Polimeri Europa
& Sasol Italy's
petrochemical plants

Full integration with IGCC
& petrochemical plants

Purchase and third party contracts guarantee optimum feedstock mix to the refinery

- To guarantee the supply of appropriate crude oils, Saras has purchase and processing contracts
 - The choice between the two depends on economics, stability and realistic market opportunities
- A business approach with equal emphasis on commercial as well as technical aspects has allowed Saras to develop long term relationships with counterparts able to provide specific crude oils and guarantee stability



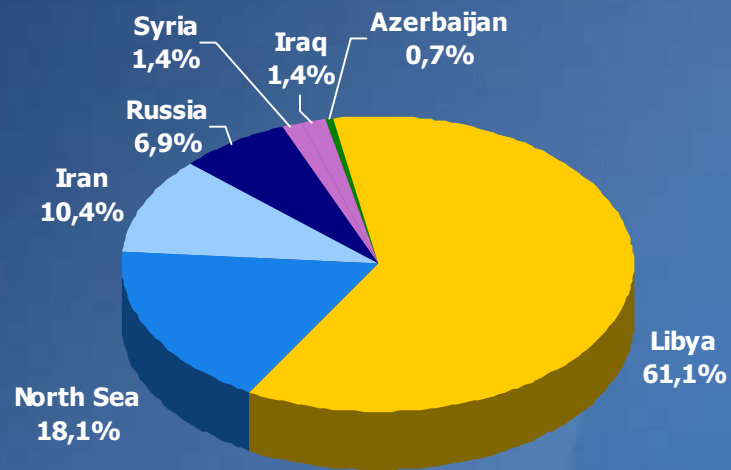
Key features of third party processing

- Saras' processing contracts are grade specific, processors can deliver various crude oils but only within a certain family for which Saras has specific need/interest
- Processing fee composed of:
 - Fixed element in the range of 16-22 \$/ton
 - Profit and loss sharing element
 - Optimization (main component is difference between contractual and technical yields)
- Advantages of processing:
 - Access to special crude oils otherwise difficult to acquire
 - Long term stability of supply
 - Reduced exposure to downturns through a fixed component of the fee
 - Positive upside exposure through variable component of the fee linked to market
 - Synergies from optimal blend of crude oils and optimization of production
 - Reduced financial exposure, in particular to inventory size and fluctuation

High percentage of distillates yield

2005 Crude oil runs by geography

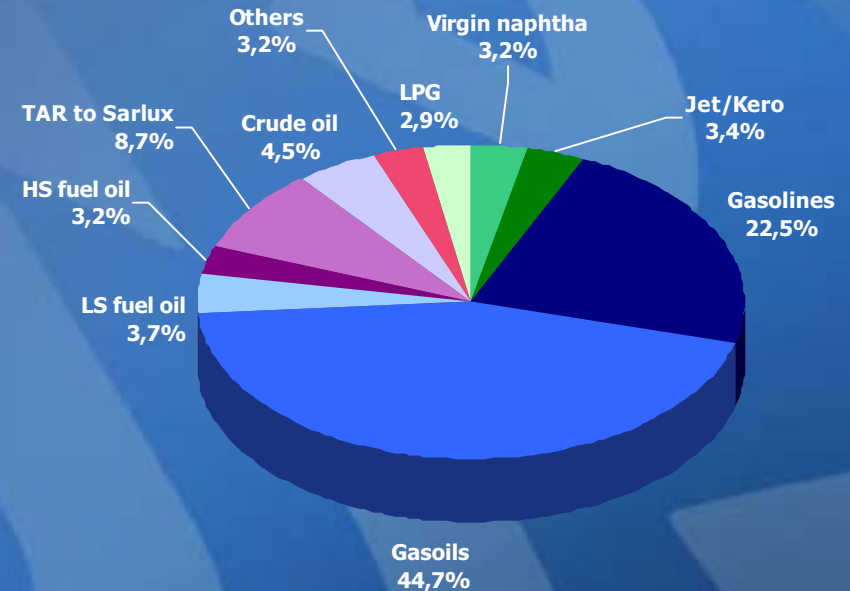
14.4mm tons



- Libyan ports 1-2 day sailing time from Sarroch

2005 Refined product sold

12.8mm tons



- 3.9 mm tons bought-back from processors

Sarlux is unique

Largest existing liquid fuel IGCC

3 independent trains

Full integration with the refinery processes

High level of efficiency

- Installed capacity of 575MW
- With two trains in operation power production is at 74% of maximum capacity
- High level of maintenance flexibility: 2003-05 average availability in excess of 90%
- Strong track record of reliability: 2003-05 average forced outage rate lower than 3%
- Important, efficient and stable source of steam and hydrogen for refinery conversion plants
- Shares sulphur disposal/treatment, water treatment and other utilities with the refinery to optimize efficiency and costs
- Extremely low consumption of gasoil: in 2005 it accounted for only 1.3% of energy produced
- More than 12 months between programmed maintenance stops

Long term CIP6 tariff

Dispatching priority until 2021

Fixed tariff calculation (CIP6) until 2021

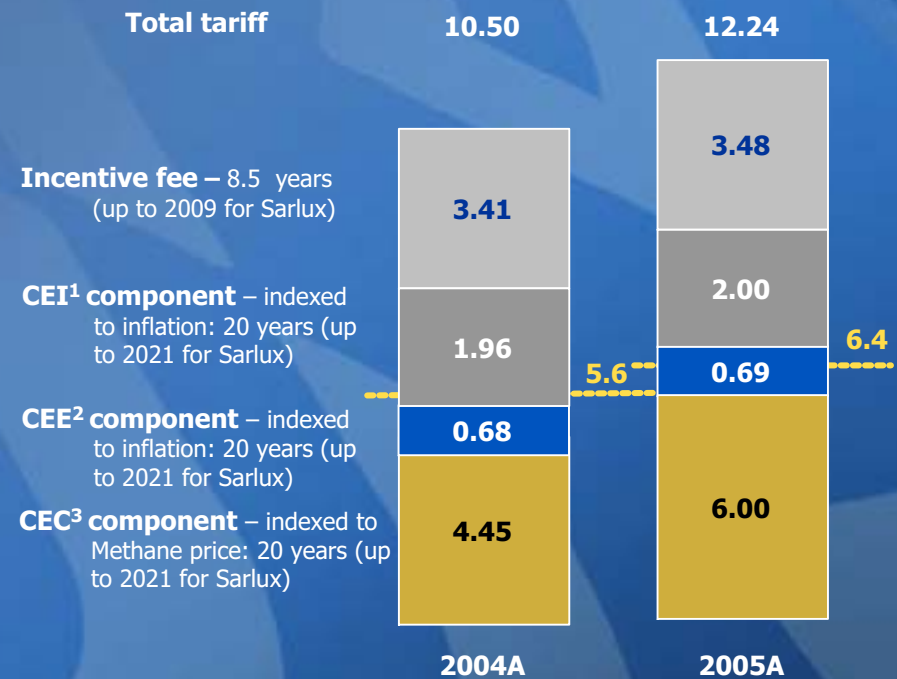


Full integration with the refinery

Availability > 90%

CIP6 tariff components

€cent / KWh



Italian average electricity price⁴

¹ Costo Evitato d'Impianto

² Costo Evitato d'Esercizio

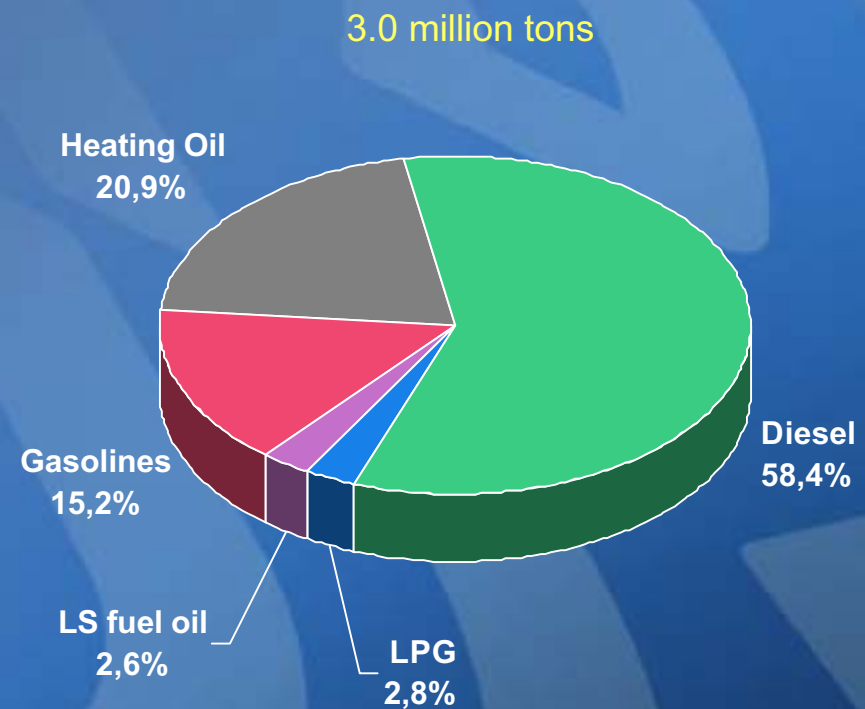
³ Costo Evitato di Combustibile

⁴ Source: GME (Gestore Mercato Elettrico)

Saras marketing activity is focused on Italy and Spain

- Saras fully owns two marketing companies, Arcola Petrolifera and Saras Energia, operating respectively in Italy and Spain
- Marketing clients are mainly:
 - Wholesale retailers
 - Unbranded petrol stations
 - Supermarkets
- Saras provides the vast majority of the refined products marketed by Saras Energia and Arcola Petrolifera

2005 Volume of products sold



Note: Conversion factors for Gasolines and Gasoils are 0.755 and 0.845 tons/m³ respectively

Arcola Petrolifera

- Arcola Petrolifera markets refined products in Sardinia and on the Italian mainland
- It sells mainly to wholesale outlets and does not have any retail network
- On the mainland the main base of operations is Arcola (close to the port of La Spezia) where it owns a 200,000 cm depot with a marine terminal able to berth vessels of up to 35,000 tons sdwt
- It is also active in Civitavecchia, Livorno and Ravenna where it has long term storage rights with independent operators



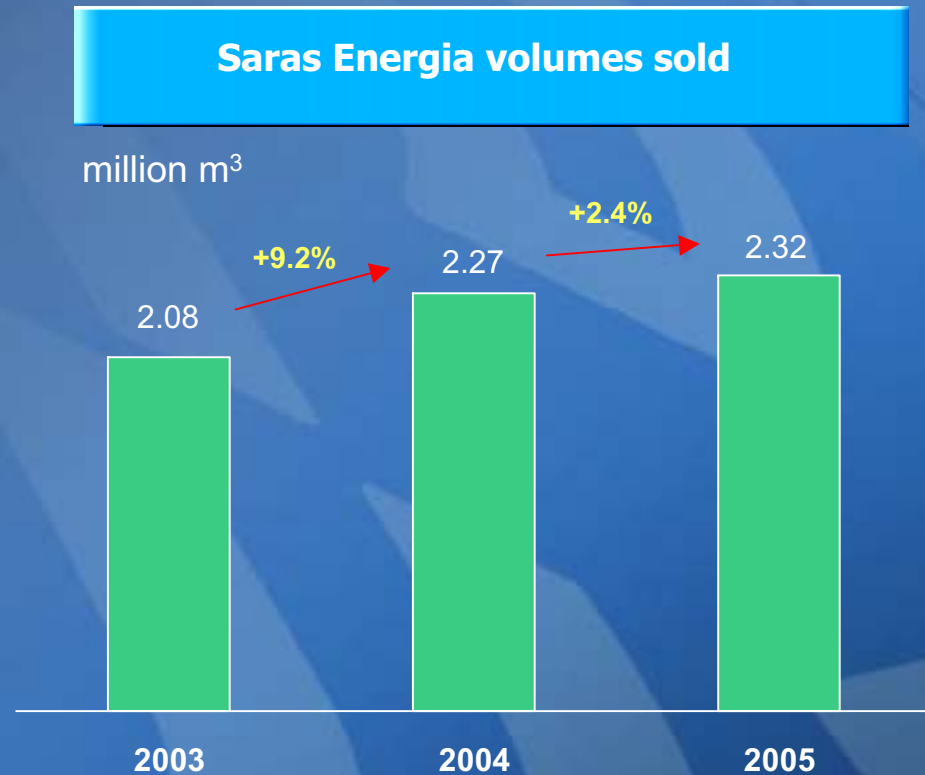
Saras Energia

- Saras Energia activities in Spain are mainly focused on the wholesale market, which also covers the supply of unbranded petrol stations as well as supermarkets
- Products are sold predominantly in the south-east region, where in 2002 the company started-up a new terminal (Cartagena) with a storage capacity of 110,000 cubic meters
- Recently bought 37 service stations mainly located in the South of Spain



Saras Energia is one of the major players in the wholesale business in Spain

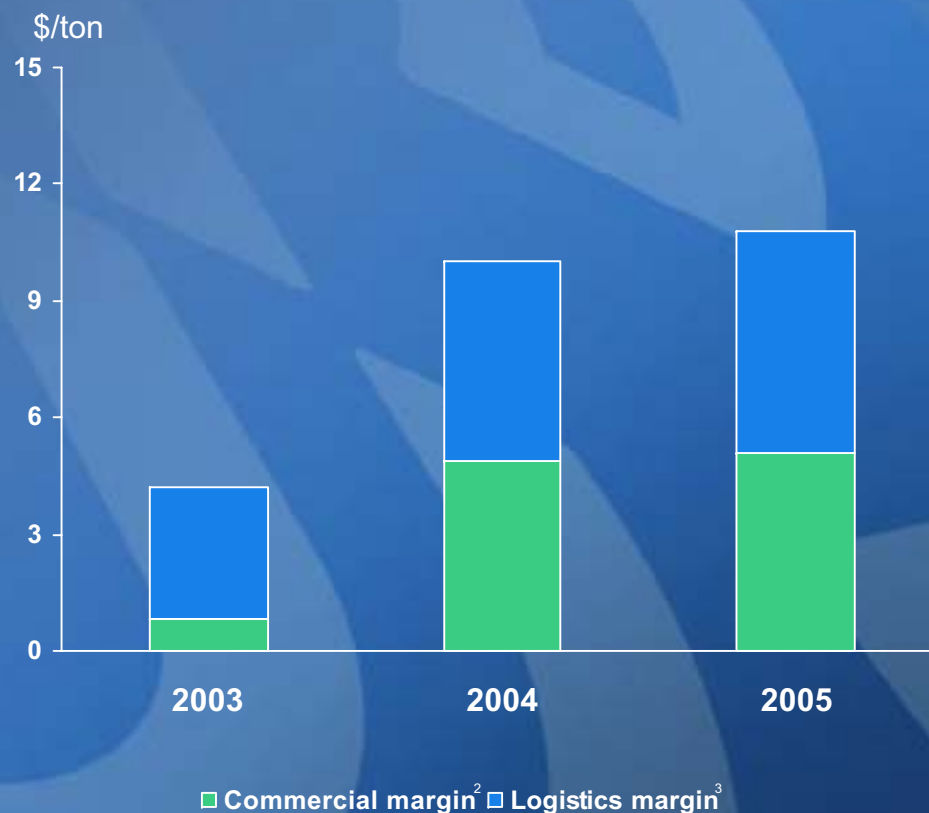
- In recent years Saras Energia outpaced Spanish average market growth
- Further opportunities
 - Bio-diesel production in Cartagena



Marketing margin

- The commercial margin obtained by the affiliates has shown a significant growth
- To ensure the supply of the various depots in Italy and Spain, Saras has chartered, on a long term basis, two modern 35,000 ton sdwt oil tankers

Marketing margin¹ on Diesel



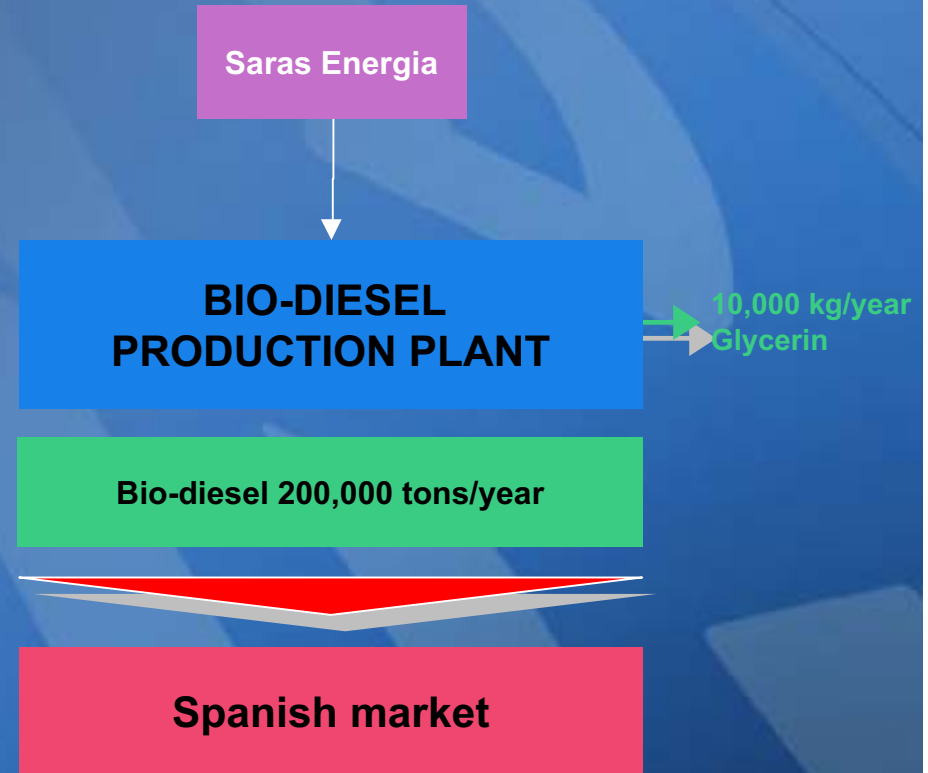
¹ Marketing margin is defined as total margin achieved by the group (Saras, Saras Energia and Arcola Petrolifera) relative to FOB sales

² Commercial margin defined as net operating margin achieved by Saras Energia and Arcola Petrolifera

³ CIF-FOB differential minus total transportation cost achieved by Saras

New bio-diesel plant in Cartagena

- Saras is planning to build a Bio-diesel plant near Cartagena, in order to benefit from:
 - Favorable Spanish legislation
 - Synergies with Saras Energia depot in Cartagena
- Bio-diesel production capacity of about 200,000 tons/year
- Residual production of about 10,000 kg/year of glycerin, which can be used in many different industries such as pharmaceutical, cosmetic or confectionery
- Expected IRR of abt 15%



Wind power & others

Wind power generation



- 42 wind generators plus further 6 planned by 1H07
- 72MW installed capacity, technically upgradeable to 96MW
- Green Certificates for 12 years & dispatching priority
- 70% JV with Babcock & Brown financed through Project Financing

Others

IT Services

- High value added services to the Information Technology sector

Industrial Services

- Development of technologies & applications for environmental control & the refining & petrochemical industries

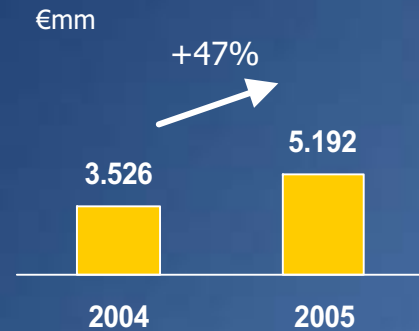


Historical financials

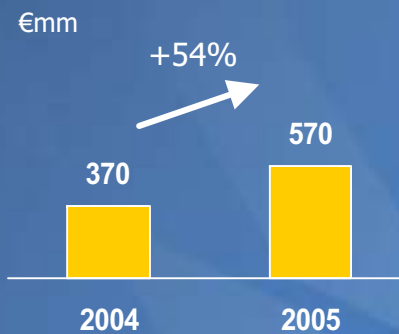


Strong growth in profitability

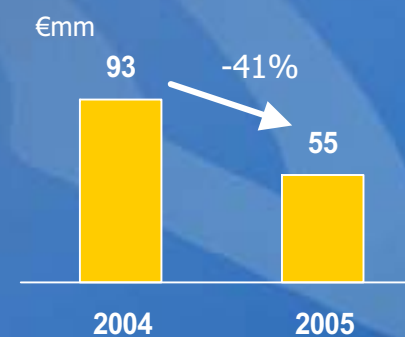
Revenues¹



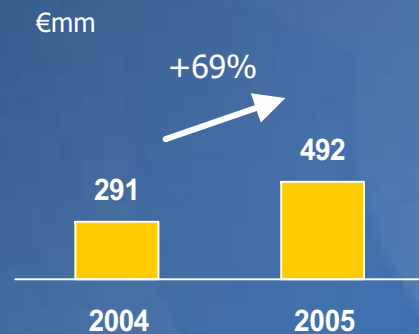
EBITDA



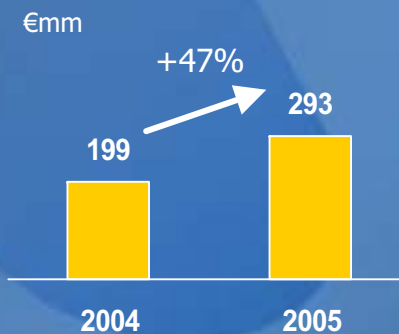
Net Capex



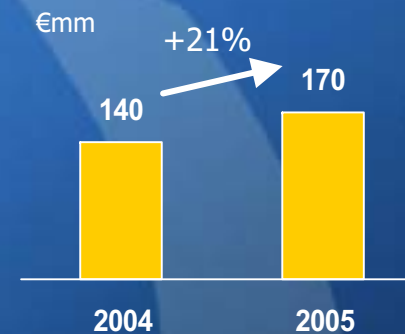
EBIT



Net income



Dividends



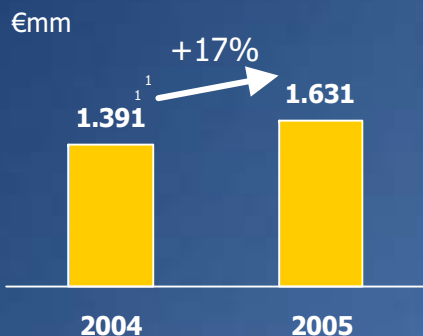
¹ Excise duties not included

Note: IFRS consolidated financials

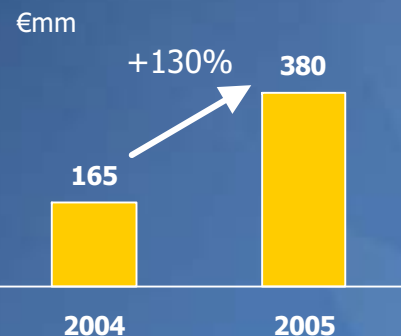
Equity method for Sarlux 55%

High profitability and solid capitalization

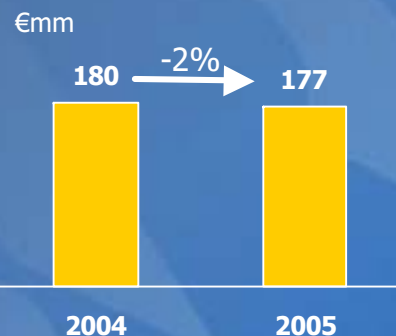
Total Assets



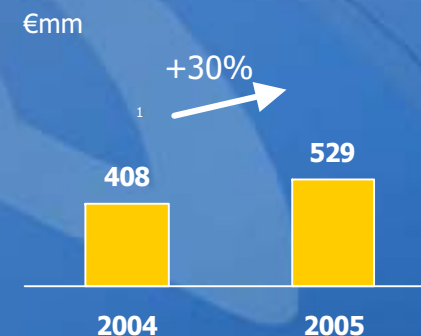
Net Working Capital



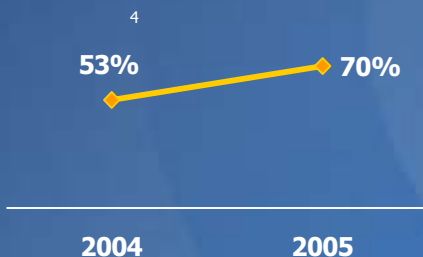
Net Financial Position



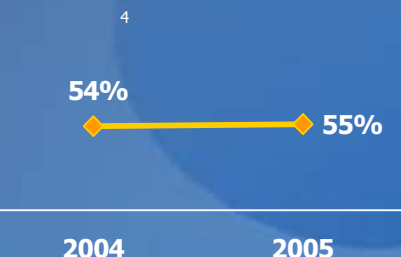
Shareholders' equity



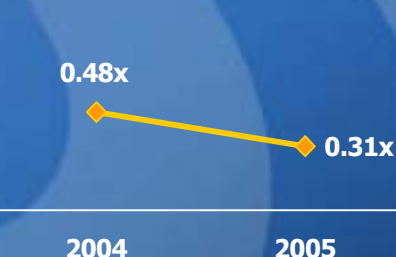
ROI²



ROE³



NFP/EBITDA



NFP / Shareholders' Equity



¹ Including €42 mm of treasury shares

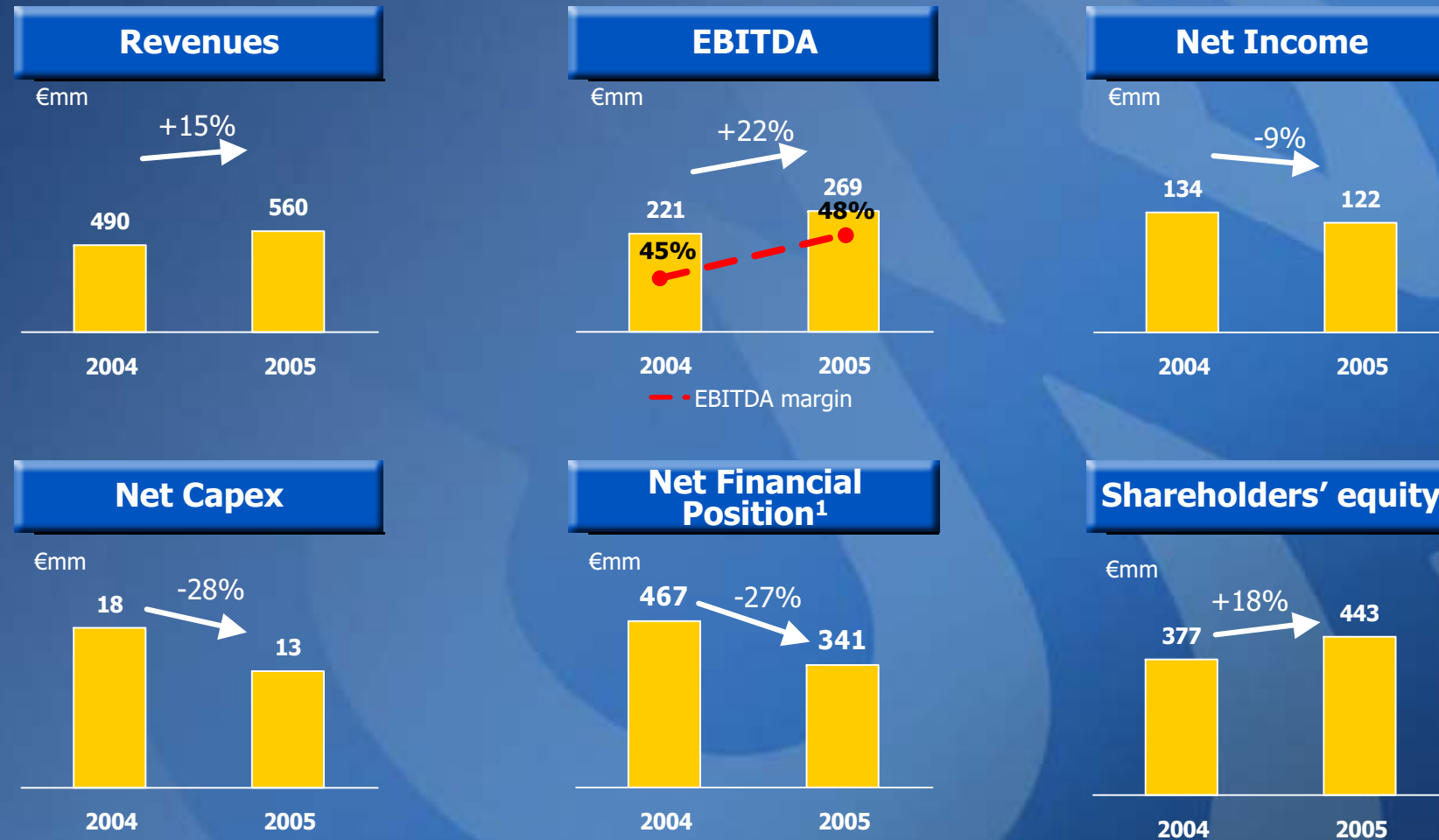
² ROI: calculated as EBIT / (Net Financial Position + Shareholders' Equity)

³ ROE: calculated as Net Income / Shareholders' Equity

⁴ Excluding €42 mm of treasury shares

Stable cash flow from Sarlux

Sarlux financials (100% under Italian GAAP)



¹ Net of dividends relating to seized 45% Sarlux stake equal to €66.3 mm as of 31/12/05 and €41.2 mm as of 31/12/04

Note: Italian GAAP financials

Sarlux arbitration

- On April 24th, 2006, the parties have been notified that the arbitration award was rendered in Saras' favour
- The arbitrators determined that Saras validly exercised the call option with effect as of January 15th, 2002 and for a total consideration of €116.8mm
- As a consequence, Saras will collect €66.3mm of accrued dividends relating to the Enron Dutch quota which had been frozen during the arbitration
- Arbitration ruling “converted” by a Rome Court into a fully enforceable sentence in Italy: transfer of shares completed on 6th of June, 2006 and consideration amount fully paid to Enron

Saras Group configuration

REFINING

Saras Spa

MARKETING

Saras Energia sa
Arcola petrolifera Spa

OTHER

Akhela srl
Sartec Spa

Full consolidation area until Q1/06

Equity method at 55%

POWER
GENERATION

Sarlux Srl

Equity method at 70%

WIND

Sardeolica Srl
Parchi Eolici Ulassai Srl

Full consolidation area from Q2/06



Q1/2006 results



Highlights ¹

• **Industrial Site margin: 10.3 \$/bbl vs benchmark 1.9 \$/bbl**

○ **REFINING:**

- Comparable EBITDA in line with Q1/05 despite unfavourable market scenario: 78 m€ vs 84 m€ in Q1/05
 - ✓ Good operating performance: runs +7% vs Q1/05 and increased diesel production
 - ✓ Saras refining margins: -21% vs Q1/2005 (benchmark -50%)

○ **POWER GENERATION:**

- Increased profitability due to higher oil prices: EBITDA 63m€ vs 59m€ in Q1/05

○ **MARKETING:**

- Contraction of wholesale margins due to high volatility in products prices partially compensated by increase of sales: comparable EBITDA 3 m€ vs 7m€ in Q1/05

○ **WIND:**

- First quarter of full production. EBITDA of 8 m€ in line with expectations.

(1) Figures are reported using IFRS

SARAS GROUP

IFRS accounting principles, € millions

	Q1/06	Q1/05	2005
Revenues	1,430	1,070	5,192
EBITDA	75	110	570
Comparable EBITDA¹	81	89	451
EBIT	58	91	492
Net Income	56	28	293
NFP	277	192	177
Equity	414	405	529
NFP/Equity	0.67	0.47	0.33
NFP/EBITDA	0.92	0.44	0.31
R.O.I.	43%	74%	70%
R.O.C.E.	34%	10%	55%

+50% due to the impact of refinery margin hedging

170 m€ of dividends paid Related to 2005 profits

(1) calculated using IFRS accounting principles and evaluating inventories at LIFO

REFINING

IFRS accounting principles, € millions

	Q1/06	Q1/05	2005
Revenues	1,406	1,012	4,926
EBITDA	68	101	531
Comparable EBITDA ¹	78	84	431
EBIT	53	84	458
Capex	23	10	55
<hr/>			
Total runs (kt)	3,709	3,464	14,424
processing	1,705	1,727	7,331
own account	2,004	1,736	7,093
Diesel sales (kt)	1,127	908	4,173
Saras refining margin (\$(bbl)	5.7	7.2	7.2
Benchmark refining margin (\$(bbl)	1.9	3,7	4,7

- good operating performance
- refinery margins -21% vs a benchmark -50%

(1) calculated using IFRS accounting principles and evaluating inventories at LIFO

MARKETING

IFRS accounting principles, € millions

	Q1/06	Q1/05	2005
Revenues	431	282	1,319
EBITDA	7	10	44
Comparable EBITDA ¹	3	7	24
EBIT	7	10	42
Capex	-	-	-
<hr/>			
Total sales (kt)	803	765	14,424
Italy	263	257	7,331
Spain	540	508	7,093

- **contraction of wholesale margins**
- **acquisition of 37 Service stations mainly located in South of Spain**

(1) calculated using IFRS accounting principles and evaluating inventories at LIFO

POWER GENERATION

IFRS accounting principles, € millions

	Q1/06	Q1/05	2005
Revenues	146	122	505
EBITDA	63	59	213
EBIT	50	44	158
<hr/>			
Electricity production (mill.MWh)	1,155	1,191	4,424
CIP 6 Tariff (c€/Kwh)	13,3		12,2

- reduction of production caused by an outage of local grid by TERNA
- significant increase of CIP6 tariff

WIND

IFRS accounting principles, € millions

	Q1/06	Q1/05	2005
Revenues	9	-	-
EBITDA	8	-	-
EBIT	6	-	-
Net income	4	-	-
<hr/>			
Electricity production (MWh)	53	-	-
Tariff (c€/kwh)	18.3 (7.4+10.9)		

- first quarter of full production with results in line with expectations

OTHER

IFRS accounting principles, € millions

	Q1/06	Q1/05	2005
Revenues	8	6	33
EBITDA	-0.6	-2.0	-4
EBIT	-2.3	-2.8	-8

- significant improvement towards breakeven

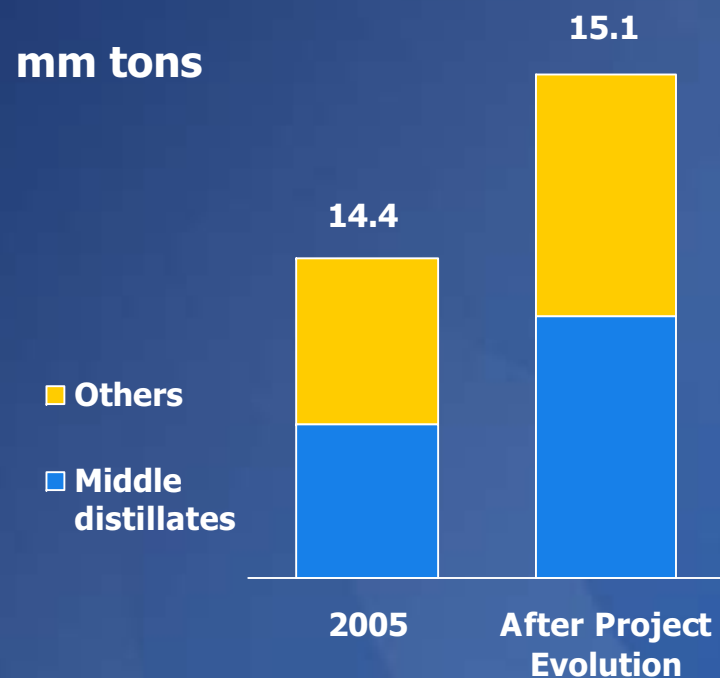


Growth and Value projects

Planned growth projects

2006-2008: €500mm CAPEX with high IRR

Full capacity utilization, higher conversion, lower °API & energy conservation



Capacity
+700,000 tons

Diesel
+700,000 tons

Average °API
-2°

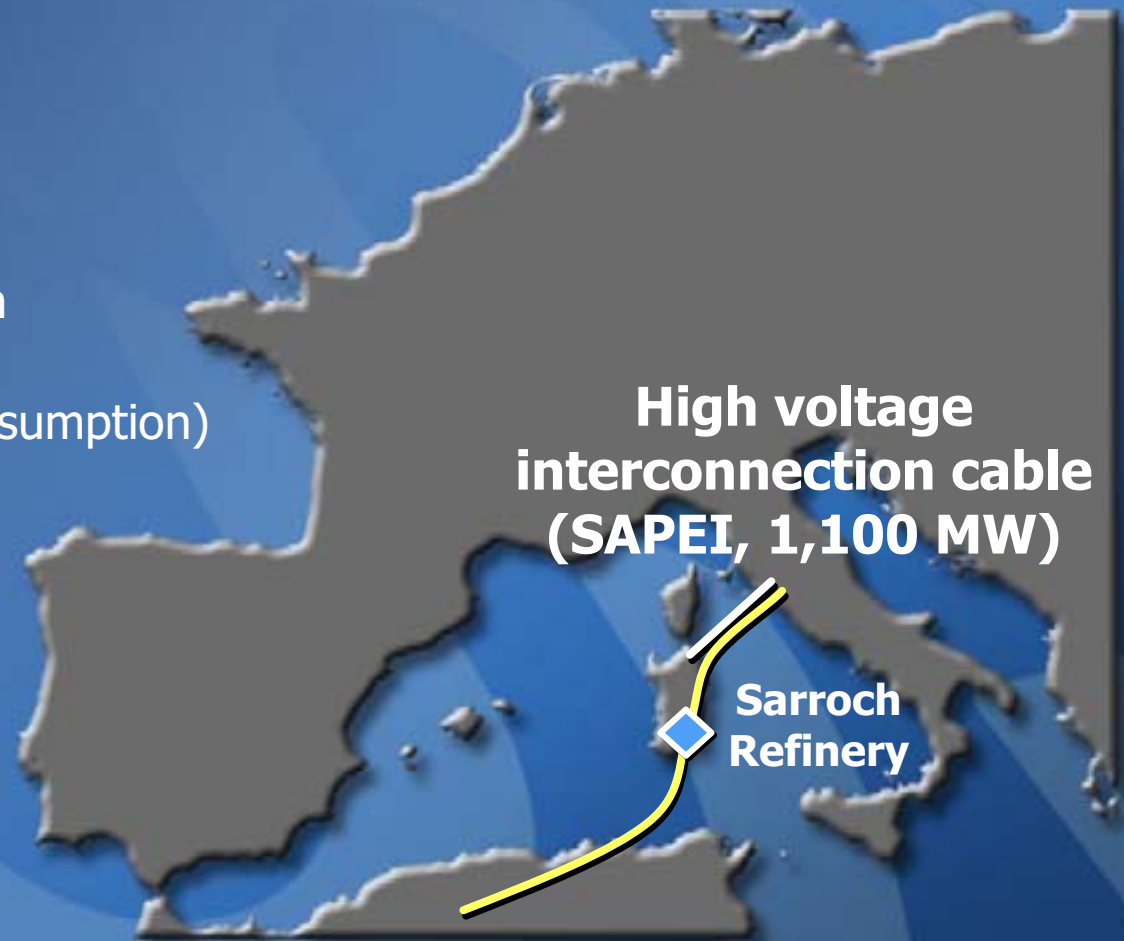
Other projects

- Wind park upgrade
- Bio-diesel plant in Cartagena
- Purchase of selected service stations in Spain



Opportunities for further growth

- New combined cycle power plant inside refinery fence
- Refining process optimization from new gas availability (further H₂, internal fuel consumption)
- Gas upstream opportunities in Sardinia



**High voltage
interconnection cable
(SAPEI, 1,100 MW)**

**Sarroch
Refinery**

**Gas Pipeline
(GALSI, 10bnm)**



Investment summary

Top quality asset

- Third most complex supersite refinery in WE: 7.9
- Fully compliant with 2009 EU diesel specifications

Unique business model

- About 70% of non standard crudes
- Full integration with IGCC and petchem plants

Strong and stable cash flow generation

- Superior overall margin: 11.5 \$/bbl in 2005
- Stability from third party processing and power generation

Strategy geared towards value creation

- €500 mm capex in 2006-2008 to increase complexity
- Pre-empt investments to exploit long term synergies between refining, power and gas



Q & A



Back-up

Planned growth projects

Return Items implemented by 2008

Early compliance of gasoline specs

Higher conversion (350kt diesel)

Energy efficiency (0.50%)

Higher refinery runs

Project Evolution

Steam reformer
Vaacum Flash Tower
Reactor for MHC

Debottleneckings

Strong cash flow generation from operating activities

2005 Cash Flow

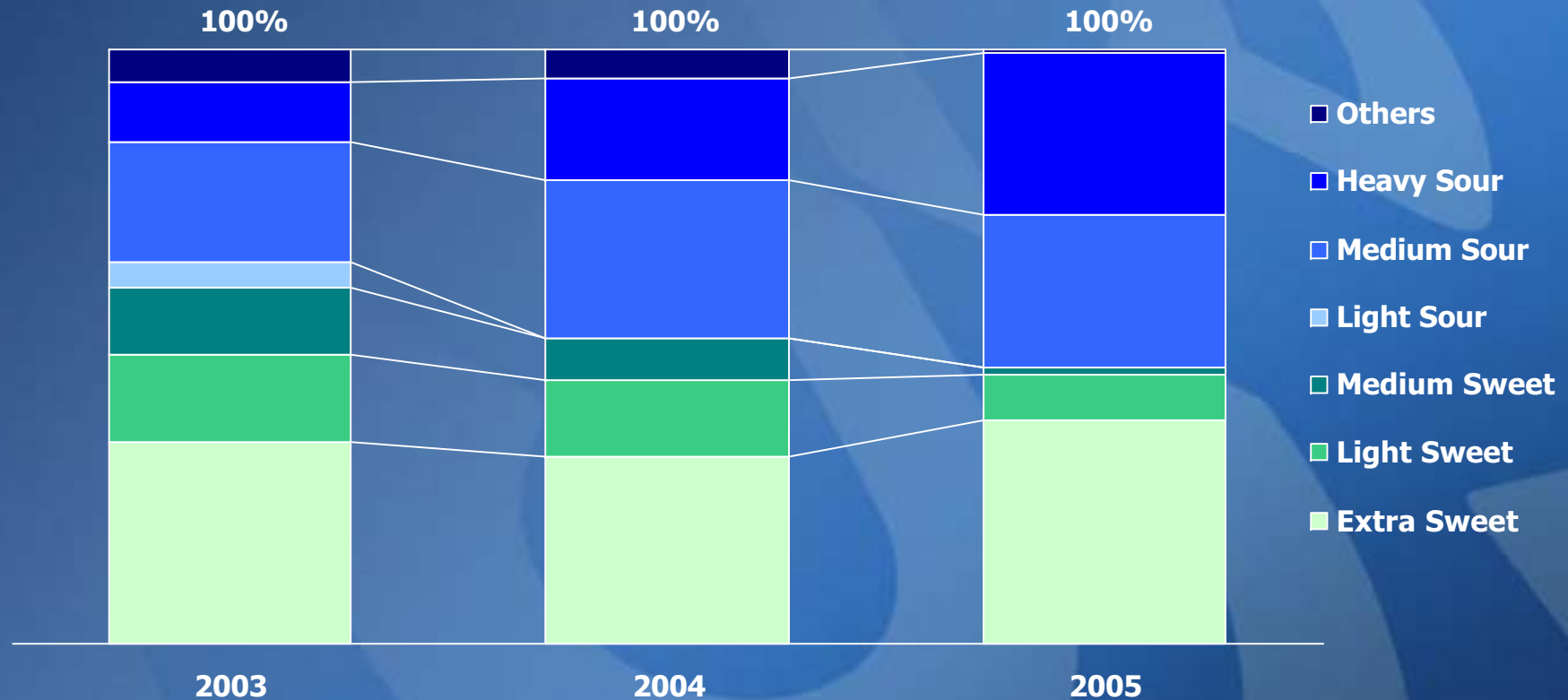
€mm



Note: IFRS consolidated financials, Sarlux 55% at Equity method. Intercompany loans not included in net working capital

Purchase and supply

Saras' crude oil slate evolution

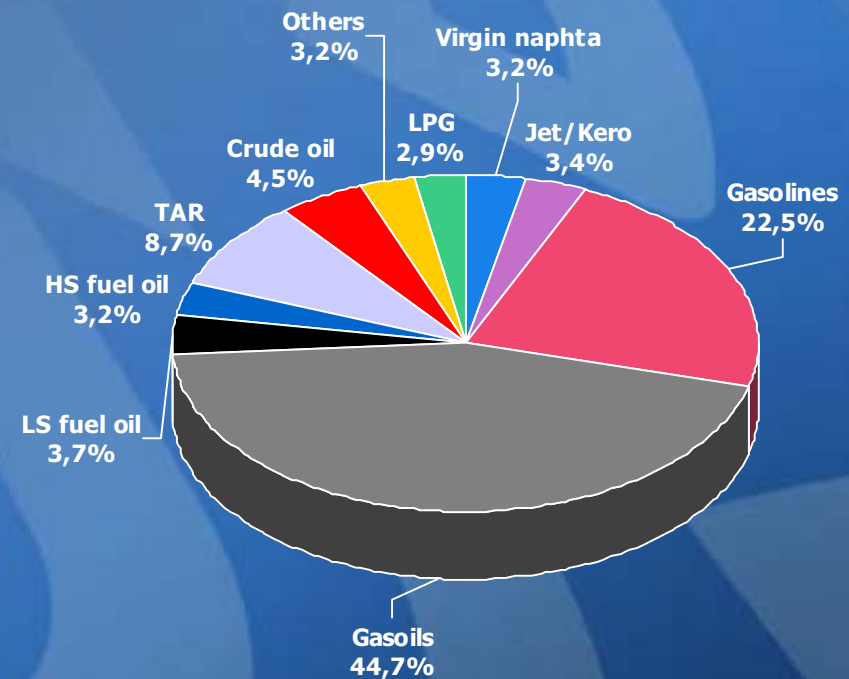
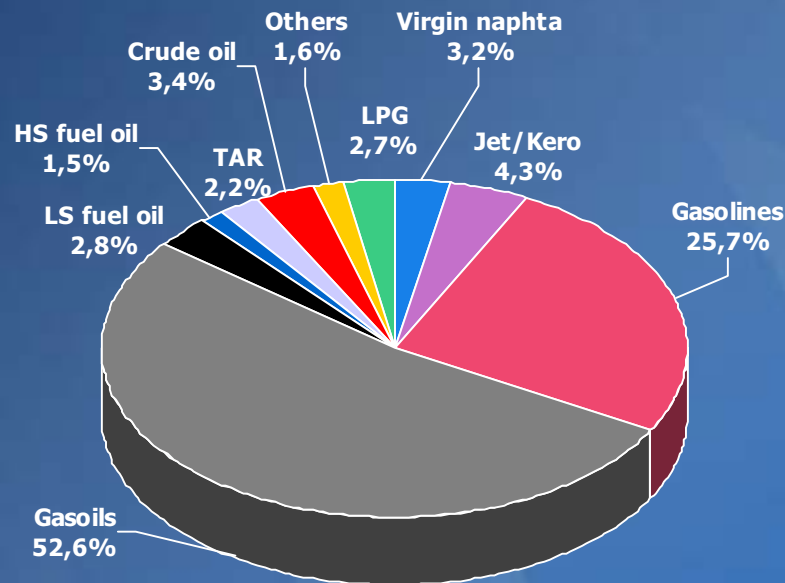


Assignment and sales

2005 Saras sales by product

€4.7 bn

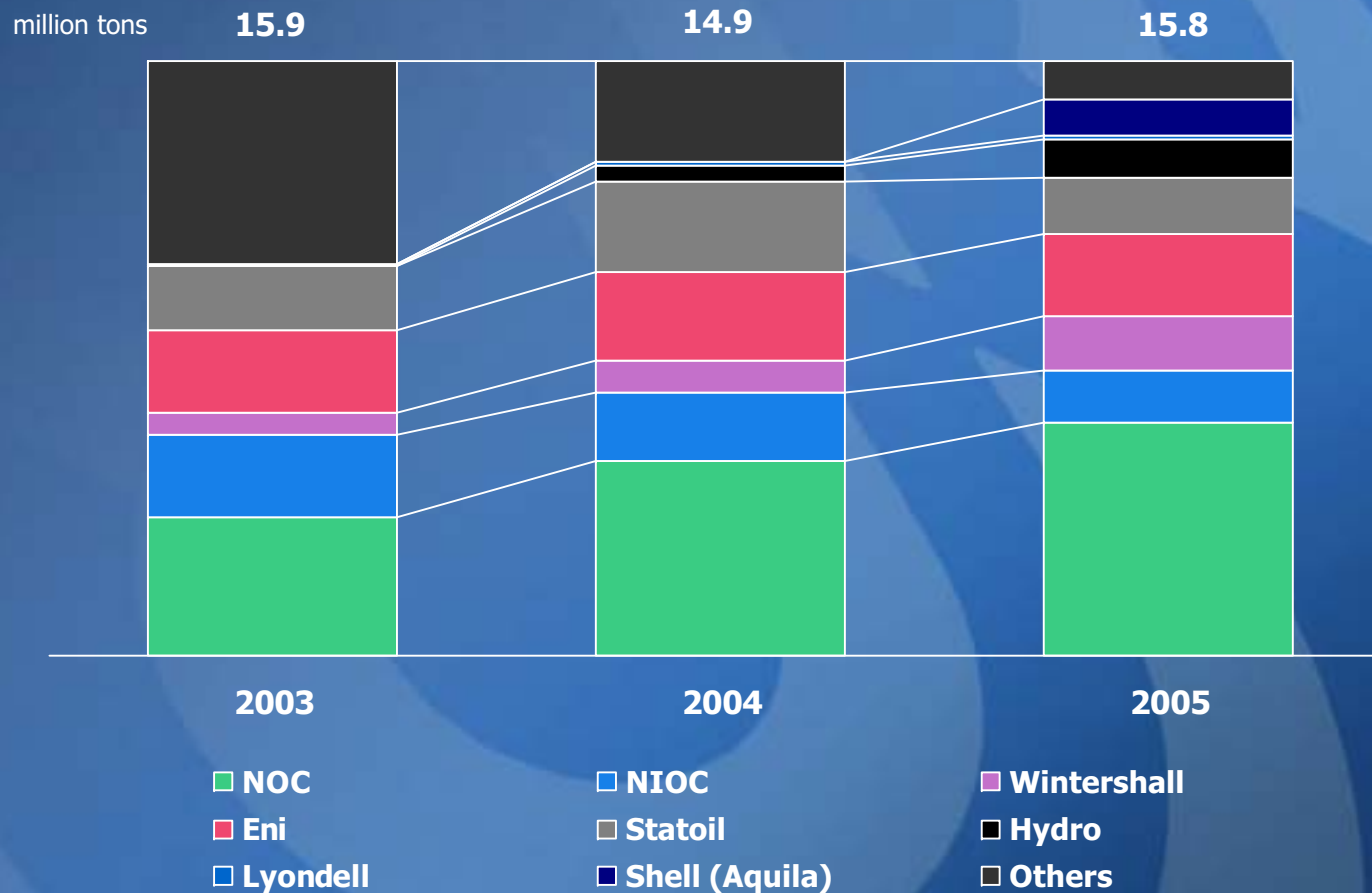
12.8mm tons



- Saras sells refined products originating from:
 - Processing of crude oil purchased directly
 - Production of valuable products in excess of third party contractual yields, thanks to optimizations

Purchase and supply

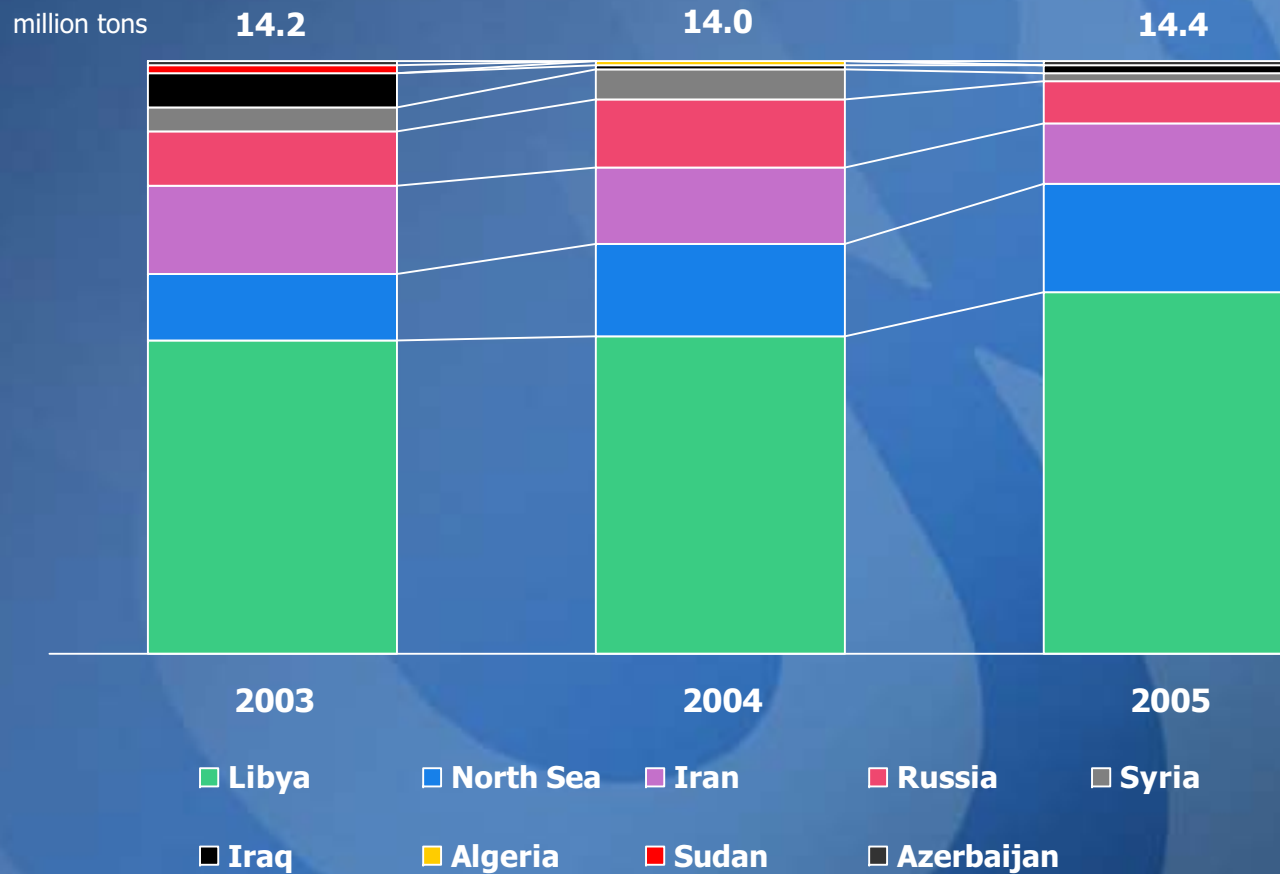
2005 Crude oil and other feedstocks supply by company¹



¹ Chart figures include crude oils processed for third parties, crude oils and feedstocks purchased by Saras, materials not counted as topping runs and crude oils sold occasionally

Purchase and supply

Historical crude oil runs by geography



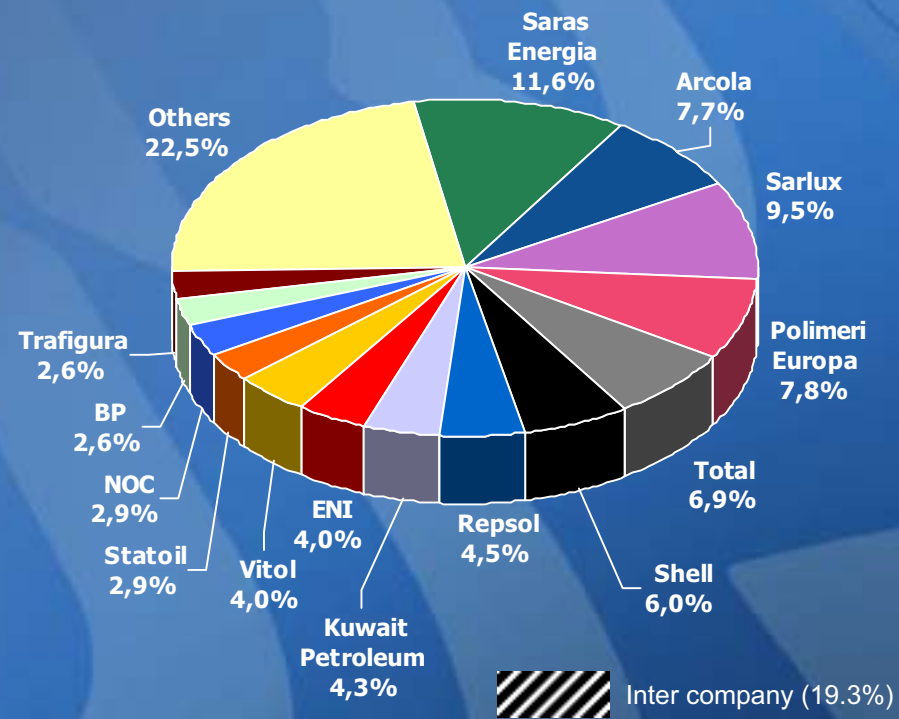
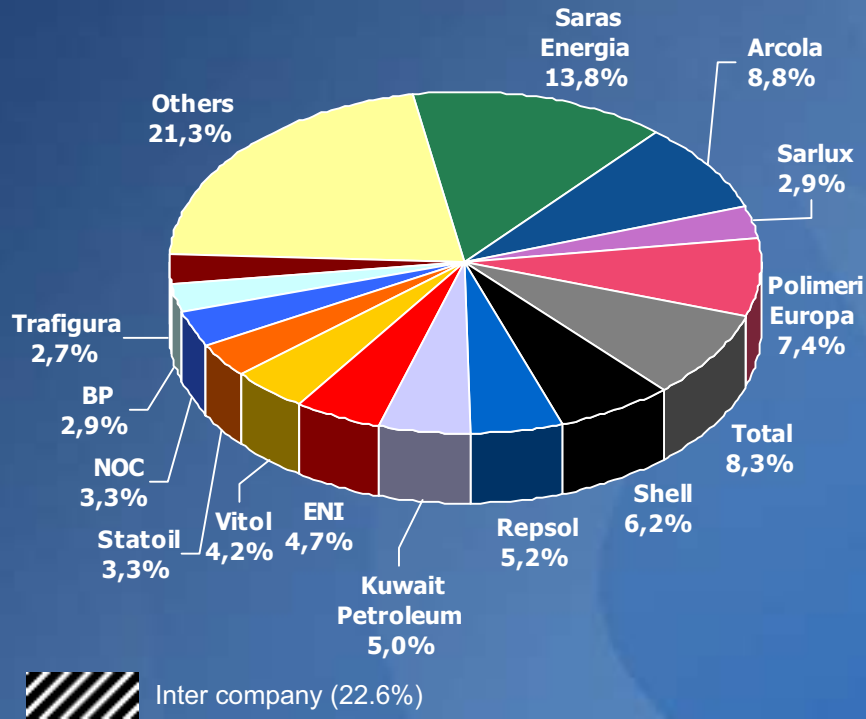
Note: Chart figures do not include materials not counted as topping runs and crude oils sold occasionally

2005 Saras sales by client

2005 Saras sales by client

Euro 4.7 bn

12.8 million tons



Products are sold to the marketing division at arms' length conditions

Sarlux: Italian GAAP v IFRS

- Sarlux financials are prepared in accordance with Italian GAAP
- The principal adjustment for IFRS consolidation is regarding the treatment of the contract between Sarlux and GRTN
- Treated as a lease agreement and revenues recognised on a straight-line basis over the life of the contract (i.e. until 2021)
- In 2005 the effect of this adjustment would be to reduce EBITDA to €210mm
- The important point to note is that this adjustment has no effect on tax or cash flow