

Press release

Astorg Partners and Management to Acquire OGF Group

Vestar Capital Partners to remain investor in company following years of outstanding performance

PARIS, July 31st, 2007 – Astorg Partners and Vestar Capital Partners announced today that they have signed a definitive agreement for the acquisition by Astorg of OGF Group, France's leading funeral services provider. Astorg will invest alongside of the management team led by Philippe Lerouge, OGF's President and CEO, and will invite all OGF employees to become shareholders in the company. Vestar will also reinvest alongside of Astorg and OGF management. The transaction is expected to close by the end of September 2007, subject to receipt of regulatory approval and other customary conditions. The debt financing for the transaction has been committed to and fully underwritten by Credit Suisse.

Founded in 1844, OGF is the number 1 player in the French funeral services market. The company generated over €500 million in sales in 2006 and employs approximately 5,800 people throughout France. OGF Group has the largest integrated funeral services activity and the most extensive network in France with 1,100 points of sale, 378 funeral homes and 44 crematoria. The Group's service and product offering covers the entire range of funeral-related needs, and comprise two main activities: funeral services, including at-need and pre-need services, and manufacturing and sale of coffins and coffin linings. The burial and cremation funeral services are marketed primarily under the PFG (Pompes Funèbres Générales), Roblot, Henri de Borniol and Dignité Funéraire brands.

"We are delighted to be backing such an outstanding organization alongside its management team and employees" said Joël Lacourte, Managing Partner of Astorg Partners. "With a 160 year history of industry leadership and dedicated service to the French community, OGF represents a very attractive investment opportunity for our firm." Joël Lacourte added that Astorg is "particularly proud to be associated with such a highly respected company, deeply committed to providing its critically important services with human compassion, professionalism and dignity and will provide Philippe Lerouge and his management team with substantial capital resources to continuously reinforce the company's leadership position in France."

Robert Rosner, President of Vestar Capital Partners Europe, declared "we are proud to have been associated over the past years with such a terrific company and applaud Philippe Lerouge and his entire team for their accomplishments. This is a wonderful opportunity for OGF and its employees to continue their success in association with such a high quality investment organization as Astorg Partners." He added that Vestar remains a "very big believer" in the company and its prospects and will retain an ongoing investment in the business.

Philippe Lerouge, OGF's President and CEO, noted: "we have had an excellent partnership with Vestar that has allowed the successful implementation of our strategy" and "we are delighted to partner with Astorg in OGF's capital as they will bring along all the resources needed to reinforce our competitive positioning in France and to develop our services offering. Mr Lerouge added that this new capital structure will mark a new era for the OGF Group "as all the employees of the Group will be offered the opportunity to become shareholders of the company and therefore will be able to share the benefits of the growth they all contribute to deliver."

About OGF

OGF, N°1 in France for death care services

- Revenues of 510 million euros in 2006
- 5,800 employees

Death care services

- **Funerals:** N°1 in France with approximately 120,000 funerals provided in 2006, more than 1,100 points of sale and 378 funeral homes
Main brand names: PFG (Pompes Funèbres Générales), Roblot, Henri de Borniol, Dignité Funéraire
Staff of 5,800
- **Monuments:** N°1 with almost 17,000 monuments sold and installed in 2006
- **Cremation:** N°1 with 44 crematoria managed out of the 120 existing in France
- Customer recommendation rate: 98 %

Pre-need death care products

- More than 16,000 contracts sold in 2006
- More than 440,000 active contracts currently in its portfolio

Manufacturing

- N°1 in Europe with over 146,000 caskets made

More information about OGF is available at: www.pfg.fr

About Astorg Partners

Astorg Partners is an independent fund management company, specializing in French mid-market buyouts. It currently manages over €1 billion of capital. Astorg Partners seeks to partner with successful and entrepreneurial management teams, to acquire businesses with attractive growth prospects, which Astorg will support through the provision of experienced governance and adequate capital. Astorg enjoys a distinct entrepreneurial culture, a lean and local decision-making body enhancing its reactivity, and a true commitment to its partnering management teams. Although clearly a multi-sector investor, Astorg Partners has developed a strong industry expertise in the distribution (Sephora, Marc Orian, Frans Bonhomme, Picard Surgelés, Un Jour Ailleurs), healthcare (Sebia, Pasteur-Cerba, Ethypharm), and professional services (Lowendal Group, RLD, CIS, Geoservices, Staci) sectors.

More information about Astorg Partners is available at: www.astorg-partners.com

About Vestar Capital Partners

Vestar Capital Partners is a leading international private equity firm specializing in management buyouts and growth capital investments. The firm's investment strategy is targeted towards companies in the U.S., Europe, and Japan with valuations in the \$100 million to \$5 billion range. Since the firm's founding in 1988, the Vestar funds have completed over 60 investments in the U.S. and Europe in companies with a total value of over \$20 billion. These companies have varied in size and geography and span a broad range of industries. The firm's strategy is to invest behind incumbent management teams, family owners or corporations in a creative, flexible and entrepreneurial way with the overriding goal to build long-term franchise value. Vestar currently manages funds with committed capital totalling approximately \$7 billion and has offices or affiliates operating in New York, Denver, Boston, Paris, Milan, and Tokyo.

More information about Vestar is available at: www.vestarcapital.com

Deal Participants

Acquirer

Equity

Astorg Partners

Joël Lacourte, Frédéric Sebbag, Guillaume Mortelier

Advisors

Financial

Legal - M&A

Legal - Debt

Legal and Social DD

Tax DD

Financial DD

Market DD

Bucéphale: Luc Demarre, Sébastien Caillé

Lovells: Alexis Terray, Sébastien Crépy

Gide: Eric Cartier-Millon, Hassen Chouchane

Lovells: Alexis Terray, Omblin Ancelin

Lovells: Hervé Israël, Nicolas Not

Ernst & Young: Pierre Jouanne, Christophe Lambert

CVA: Didier Pain, Matthieu Crest

Vendor

Equity

Vestar Capital Partners

Robert Rosner, Vincent Fesquet, Oussama Takla

Advisors

Legal - M&A

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Tax VDD

Financial VDD

Market VDD

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