



**CREATION OF THE BIGGEST PANEL MAKING COMPANY
OF THE SOUTHERN HEMISPHERE**

June / 2009



DURATEX



www.duratex.com.br

www.satipel.com.br



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Disclaimer

Pursuant to the Association agreement signed on June 22 2009 between the controlling groups of Duratex S.A. (“Duratex”) and Satipel Industrial S.A. (“Satipel”) (“Association Agreement”), the conclusion of the unification of all the activities of Duratex and Satipel (“Association”) is contingent on the implementation of all the preconditions pursuant to the Association Agreement.

Pursuant to the result of the due diligences at Duratex and Satipel, the exchange ratio between the common and preferred shares of Duratex by common shares of Satipel, may be adjusted.

The completion of this operation is also contingent upon, (i) prior approval of the General Shareholders’ Meetings of the two companies to be called for this purpose; and (ii) subsequent approval of the appropriate anti-trust authorities.

This presentation includes information and forecasts that represent expectations as to future events or results of the Association. These information and forecasts are based on reasonable analyses made by the companies and their controlling shareholders in line with their experience, particularly considering the economic climate and the market conditions, over which the companies and their controlling shareholders have no control. Several factors may change expectations and forecasts of the companies and their controlling shareholders, either positively or negatively, as to the results and benefits of the Association. While the information and forecasts contained in this presentation have been prepared on the basis of probable and reasonable scenarios, both Duratex and its controlling shareholders as well as Satipel and its controlling shareholders cannot guarantee the effective outcome of this information or forecasts, more especially with respect to possible gains in synergies arising from the Association.



Objectives of the Association

Creation of the Biggest Company in the Southern Hemisphere within the Panel Making Segment

- ❖ **Value build-up through:**
 - gains of scale
 - complementarities of the operations
 - geographical diversification
 - adoption of the best industrial, commercial, forestry, administrative and people management
 - talents attraction and retention
 - R&D activities expanded

- ❖ **Platform for sustainable expansion**



Details of the Association

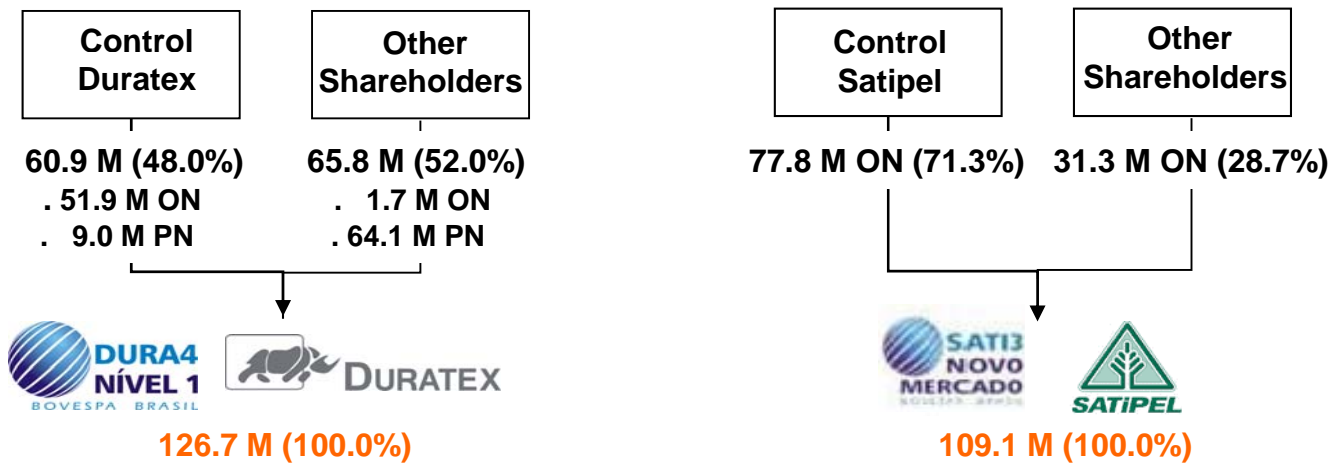
- ❖ Irrevocable Association Contract between Duratex and Satipel
- ❖ The association implementation will be through the incorporation of Duratex by Satipel
- ❖ Emission of 348,785,970 shares of Satipel to be given in exchange by Duratex shares, which equals 76% of the total number of outstanding shares of the resulting company
- ❖ Share substitution ratio:
 - 1 share DURA3 from within the controlling group:
3.05360401 shares SATI3
 - 1 share of remaining shareholders DURA3 and DURA4:
2.54467001 shares SATI3
- ❖ New company listed on Novo Mercado of Bovespa
- ❖ New company to be denominated Duratex S.A.



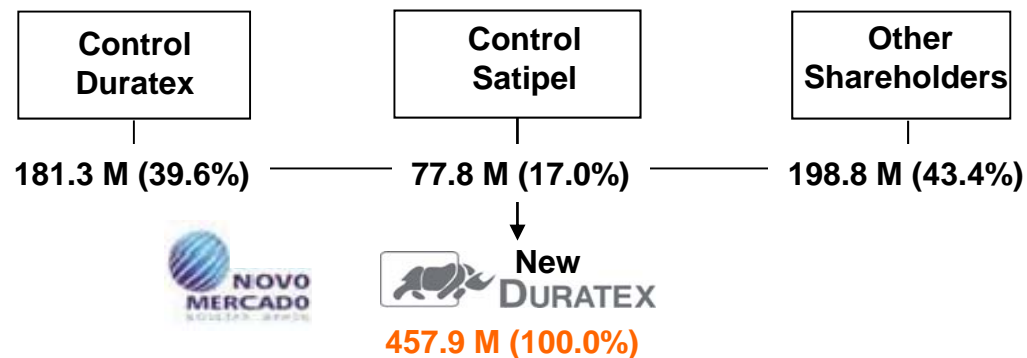
Corporate Structure

New Duratex to be listed on the Novo Mercado with *Free Float over 40%*

- ❖ **Current** (in million of shares):
→ without treasury stock



- ❖ **Resulting Company** (in million of shares):







New Duratex

Combines State of the Art assets which strengthen our market presence

❖ Industrial capacity and forest area

	 DURATEX	 SATIPEL	NEW DURATEX
PANELS (in m³/year)	2.160.000	1.750.000	3.910.000
MDP	500.000	1.400.000	1.900.000
MDF	1.450.000	350.000	1.800.000
Hardboard	210.000	0	210.000
Coating (in m²/year)	105.720.000	58.100.000	163.820.000
LP	37.320.000	26.500.000	63.820.000
FF	14.400.000	31.600.000	46.000.000
Painting	54.000.000	0	54.000.000
Laminated Flooring (in m²/year)*	6.000.000	0	6.000.000
Components (in m²/year)	0	1.500.000	1.500.000
Forest area (in ha)	122.700	86.600	209.300
DECA (in 1.000 items/year)	22.800	0	22.800
Metal Fittings	15.800	0	15.800
Vitreous Chinaware	7.000	0	7.000

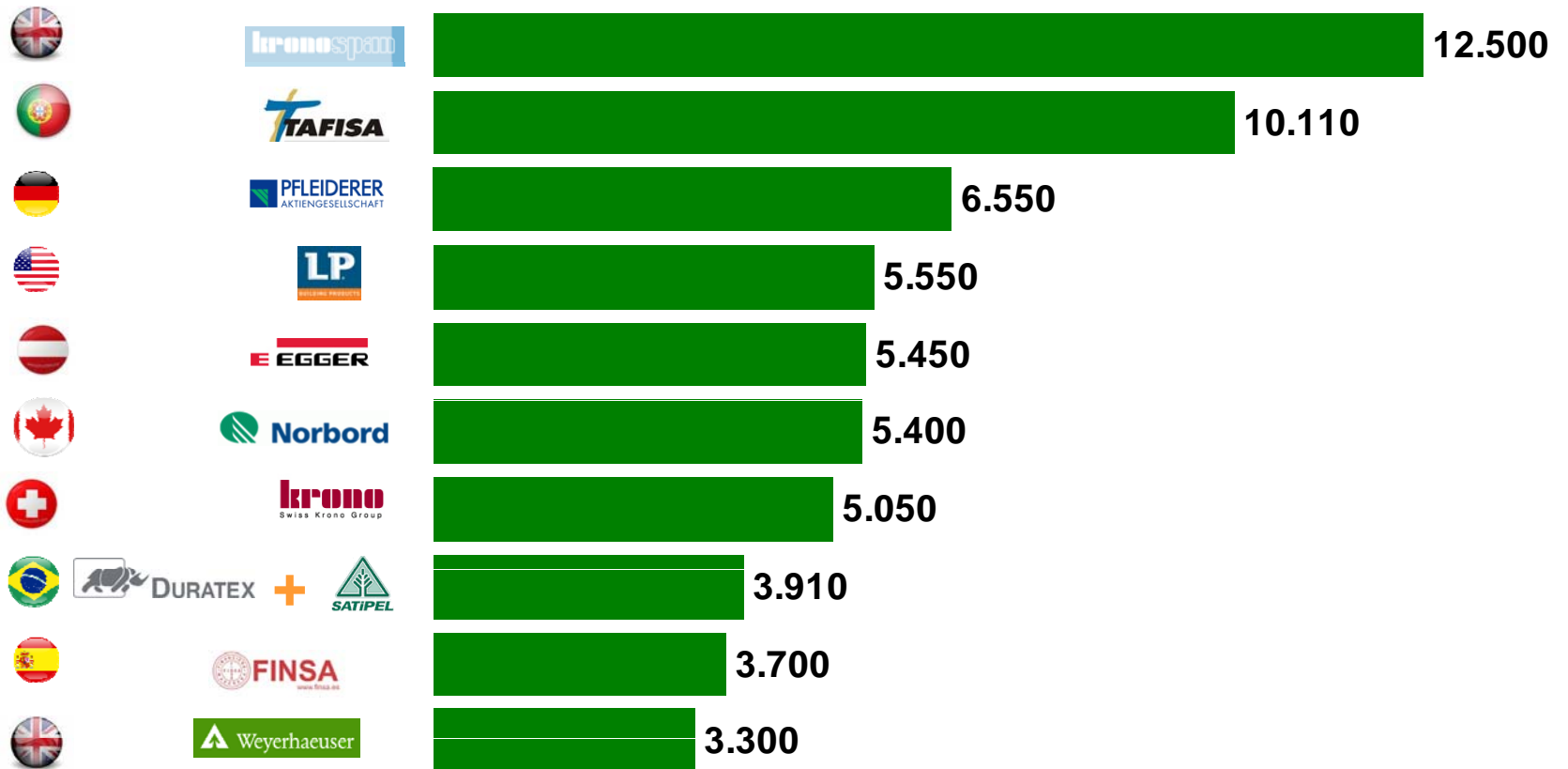
* Laminated flooring is made of MDF.



New Duratex

8th Largest Panels Company Worldwide

❖ Installed capacity (in '000 m³ / year)

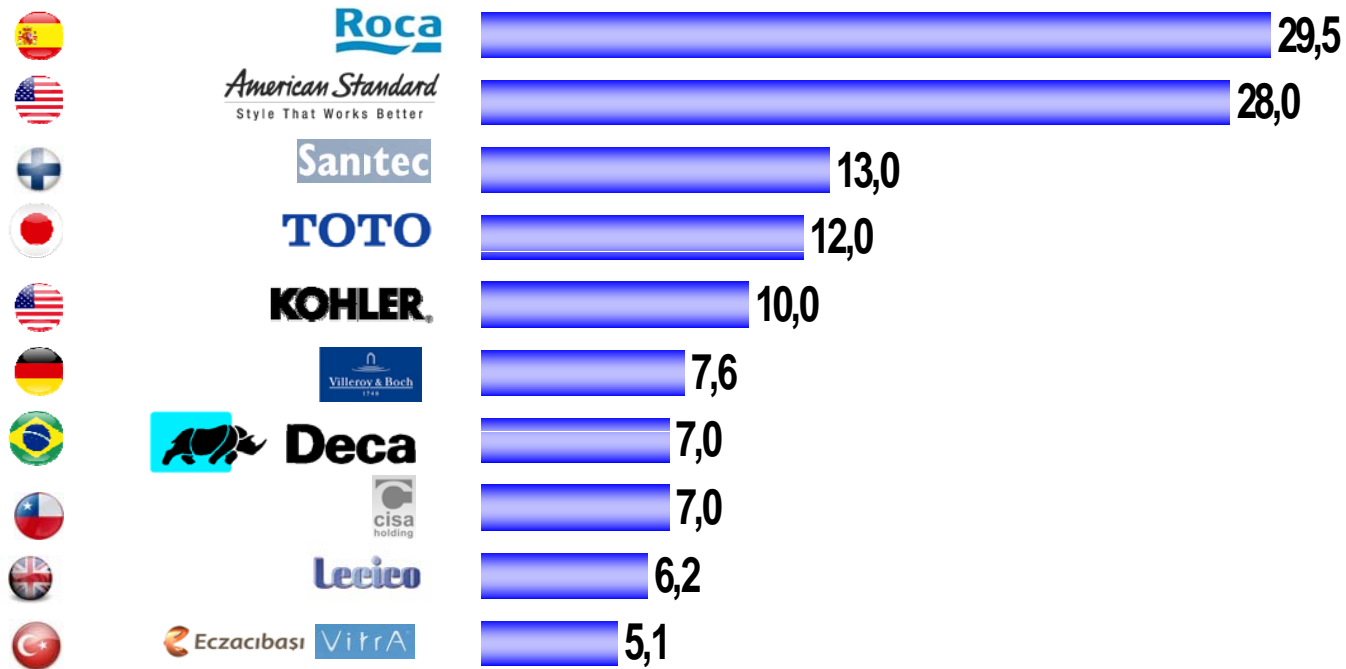




New Duratex

7th Largest Manufacturer of Vitreous Chinaware Worldwide

❖ Installed Capacity (in millions of items)





❖ Metal Fittings segment among the 10 largest worldwide



New Duratex

❖ Employees (as on 03.31.2009)

HUMAN CAPITAL		
	 DURATEX	 SATIPEL
Administrative	350	114
Industrial - panels	1.900	831
Commercial - panels	144	28
Forest	952	985
DECA	4.460	0
TOTAL	7.806	1.958





New Duratex

Consistent Results with High Return Potential

❖ Consolidated Financial Highlights

(in R\$ millions as on 12.31.2008)

			NEW DURATEX*
Gross Revenues	2.554,8	716,3	3.271,1
Gross Profits	769,5	200,6	970,1
Gross Margin	40,2%	38,6%	39,9%
Ebitda	559,4	163,6	723,0
Ebitda Margin	29,2%	31,5%	29,7%
Net Income	313,8	75,1	388,9
Net Debt	486,3	307,4	793,7
Shareholders' Equity	1.731,5	521,1	2.252,6
Total Assets	3.373,4	1.127,5	4.500,9

* Pro-forma



New Duratex

Strong Capital Structure

❖ Debt

(in R\$ million as on 03.31.2009)



DURATEX



NEW DURATEX*

Short term debt	438,4	101,9	540,3
Long term debt	546,6	362,2	908,8
Debt	985,0	464,1	1.449,1
Cash	442,9	76,9	519,8
Net debt	542,1	387,2	929,3
EBITDA (last 12 months)	525,7	160,1	685,8
Net debt / EBITDA	1,0 x	2,4 x	1,4 x
Equity	1.758,5	527,5	2.286,0
Net debt / Equity	31%	73%	41%

* Pro-forma



Creating Value

The Association must provide substantial synergy gains, among others:

- ❖ **Complementarity of operations and diversification of products**
- ❖ **Logistics service**
- ❖ **Adoption of the best industrial, commercial, forestry, administrative and people management practices**
- ❖ **Rationalization of administrative and commercial activities**
- ❖ **Optimization of supply (to reduce inventory, etc.)**
- ❖ **Scale gains**

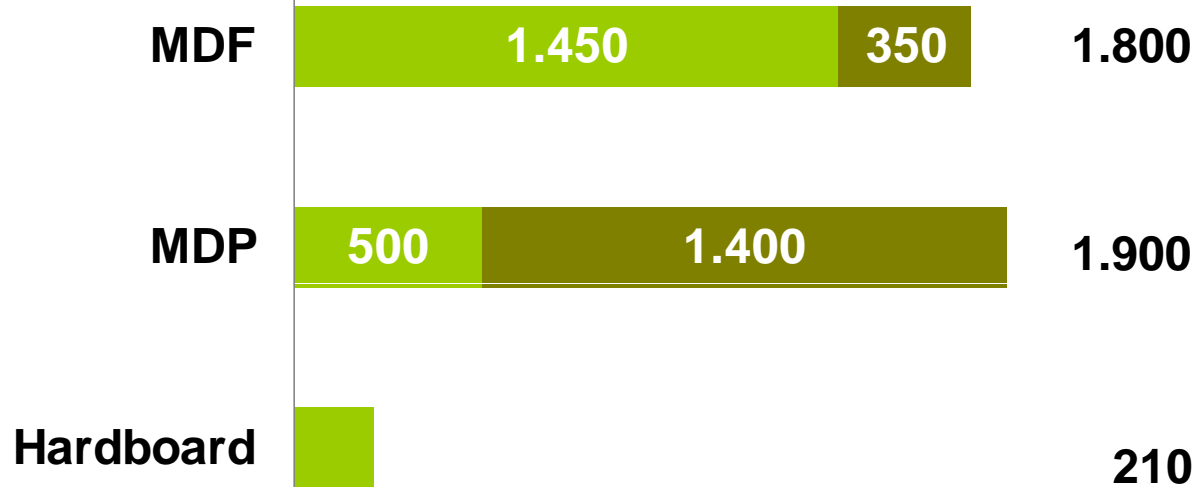


Creating Value

Complementarity of Operations and Products Enables Better Market Service



3,9 million m³/year



(capacity in '000 m³ year)





Creating Value

New Duratex Borns Leader in the Wooden Panels Industry



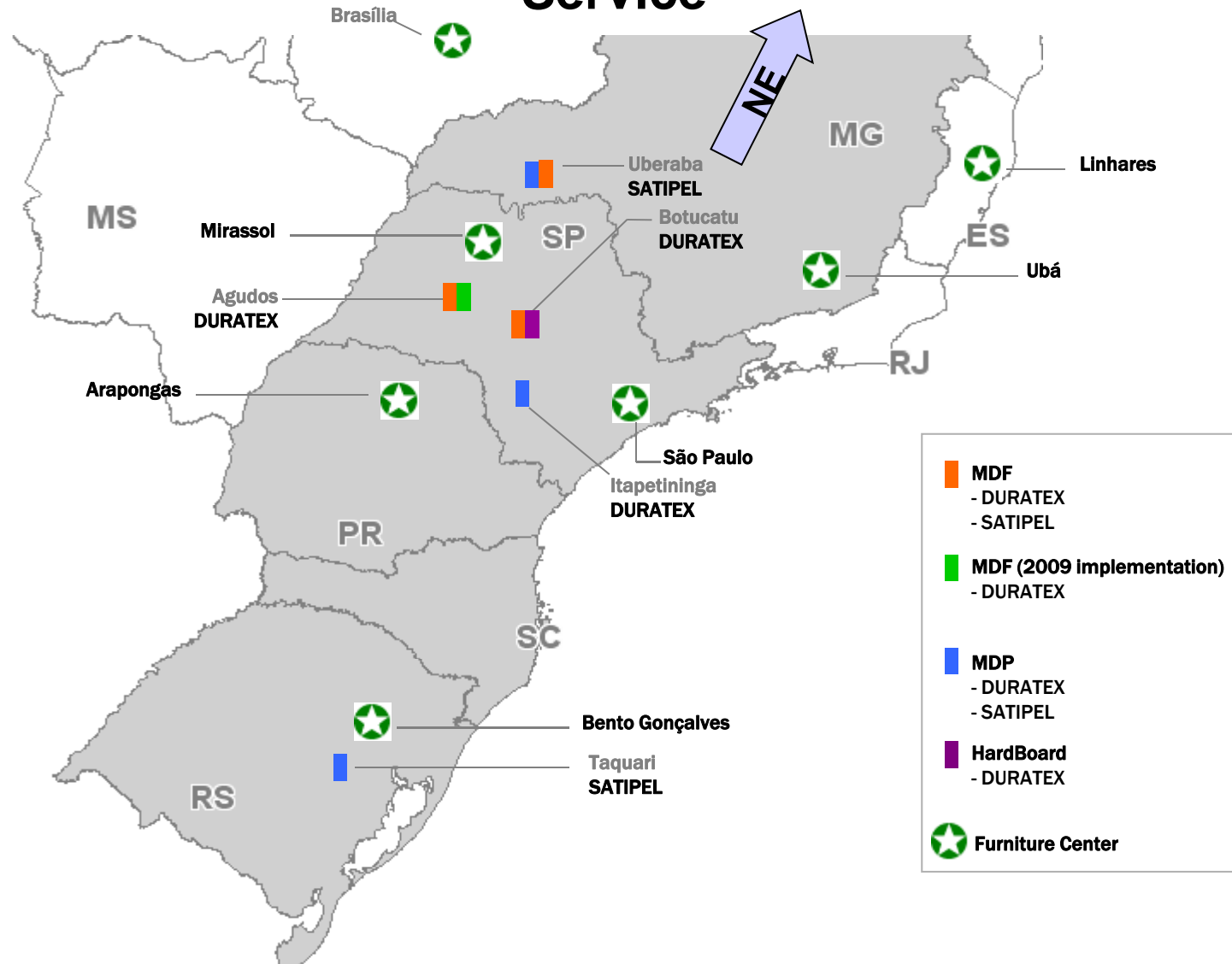
 Industry - total*





Creating Value

Geographical Location Favors the Markets Logistics Service





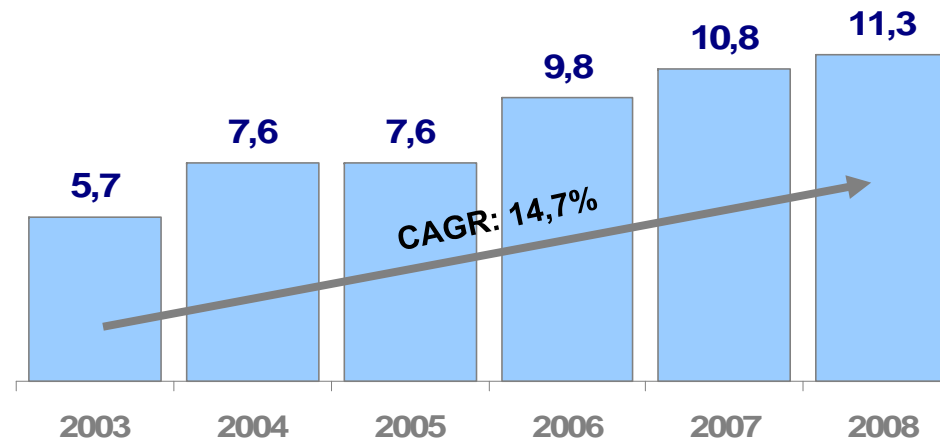
Creating Value

Markets with High Growth Potential

❖ Consumption per capita of panels in Brazil:

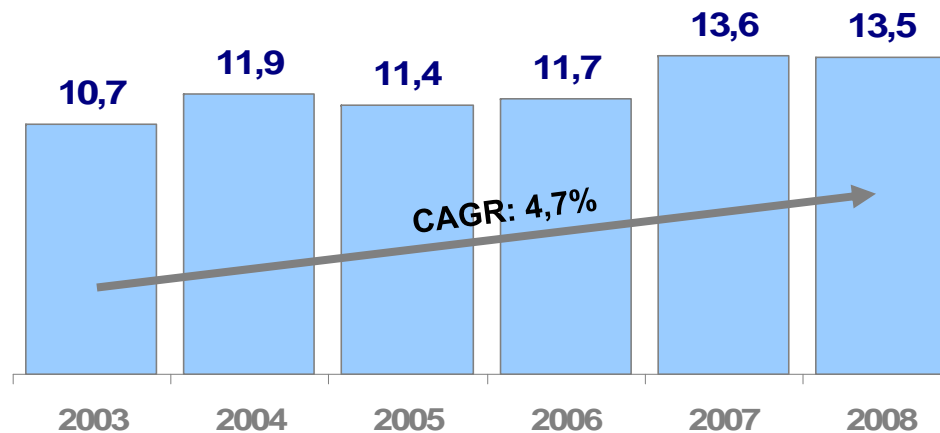
MDF

(in m³ / year)



MDP

(in m³ / year)





Creating Value

during a moment of **Favorable Economic Prospects**

- ❖ Reduction of interest rate
- ❖ Income expansion
- ❖ Credit expansion to retail and construction segments
- ❖ Housing deficit of 8 million
- ❖ Young population and positive growth rate
- ❖ Government encouragement for the construction segment:
 - tax exemption
 - increase of funding limits through the FGTS from R\$ 350 thousand to R\$ 500 thousand
 - priority plan of building 1 million popular houses (Minha Casa Minha Vida, My House My Life)



Creating Value

the New Duratex borns strategically Positioned with Guaranteed Wood Supply

❖ Forest Activity:

- approximately 209 thousand hectares of planted forests
- self-sufficiency of raw material
- potential for mechanization and verticalisation
- adoption of best practices in the planting, maintenance, and forest harvesting:
 - replacement of pine by eucalyptus
 - use of genetic engineering
 - seedlings nursery
 - standardization of equipment
 - improvement of R&D activities
 - certified forests (*FSC*)



Corporate Governance

- ❖ **Common Stocks → Novo Mercado**
- ❖ **Minimum Dividend Policy: 30% of the adjusted net income**
- ❖ **Board of Directors:**
 - 4 members nominated by Itaúsa
 - 2 members nominated by Ligna
 - 3 independent members
- ❖ **Chairman of the Board: Salo Davi Seibel**
- ❖ **Chief Executive Officer: Henri Penchas**
- ❖ **Agreement of shareholders including, among others:**
 - shared control with long-term vision
 - controllers spontaneous lock-up of 5 years



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