

**AUDITORS' REPORT WITH RESPECT TO THE IFRS
RECONCILIATION STATEMENTS WITH EXPLANATORY NOTES
ON THE EFFECTS OF TRANSITION TO
INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)**

**To the Board of Directors of
EUROFLY S.p.A.**

1. We have audited the accompanying reconciliation statements of the balance sheets as of January 1, 2005 and December 31, 2005, the profit and loss for the year ended December 31, 2005, the net equity as of January 1, 2005 and December 31, 2005, and the net result for the year ended December 31, 2005 (the "IFRS reconciliation statements") of Eurofly S.p.A. accompanied by the explanatory notes included in the section "Application of IAS/IFRS and its effects". The abovementioned IFRS reconciliation statements derive from the financial statements of Eurofly S.p.A. ("The Company") as of December 31, 2005, prepared in accordance with the Italian law governing financial statements. The financial statements of Eurofly S.p.A. as of December 31, 2005, have been audited by us and we issued our audit report dated April 12, 2006. The IFRS reconciliation statements have been prepared as part of the conversion process to International Financial Reporting Standards (IFRS) approved by European Commission. These IFRS reconciliation statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these IFRS reconciliation statements based on our audit.
2. Our audit was made in accordance with the Auditing Standards established in Italy. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the IFRS reconciliation statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the IFRS reconciliation statements. An audit also includes assessing the accounting principles used and significant estimates made by the Company's Directors. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion, the IFRS reconciliation statements, identified in the paragraph 1 above, have been prepared, taken as a whole, in conformity with the criteria and principles defined in the article 82-bis of the Regulation n° 11971/1999 approved by CONSOB (the Italian Commission for listed Companies and the Stock Exchange) with the Resolution n° 14990 dated April 14, 2005.

4. We draw your attention to the fact that, as reported in the Introduction to the section “Application of IAS/IFRS and its effects”, the IFRS reconciliation statements have only been prepared for the purposes of the transition project to IFRS in connection with the preparation of the first complete financial statements compliant with IFRS approved by the European Commission and consequently do not include comparative data or such explanatory notes as would be necessary to fully represent the financial position and the results of operations of Eurofly S.p.A. in accordance with IFRS.

Finally, as reported in the same Introduction, the IFRS 1 reconciliation statements will constitute the comparative published figures in the first complete financial statements to be prepared in accordance to IFRS as of December 31, 2006; such figures may be subject to change in the event of any International Financial Reporting Standard being revised or modified prior the publishing of the such financial statements.

DELOITTE & TOUCHE S.p.A.

Signed by
Ernesto Lanzillo
Partner

Milan, Italy
May 19, 2006

This report has been translated into the English language solely for the convenience of international readers.