

AGF MANAGEMENT LIMITED

SALE OF UNISEN TO CITIFINANCIAL CANADA INC.



What are you doing after work?*



FORWARD LOOKING INFORMATION

This presentation contains certain forward-looking statements that are made based on management's judgment and expectations but are inherently subject to risks and uncertainties beyond the Corporation's control. These risks and uncertainties include economic conditions, market fluctuations, interest rate and foreign exchange movements, political events, regulatory change and competitive developments. Actual results may differ materially from those anticipated in the forward-looking statements.



SALE OF UNISEN TO CITIFINANCIAL STRATEGIC RATIONALE

- In the Fall of 2004, we determined that ownership of Unisen was not critical to AGF's strategy.
- We searched for a way to realize the value in Unisen and determined that a sale was the best alternative
- A divestiture also allows more focus on the investment management operations.
- Sale to a global leader, independent of Canadian asset management, has enhanced Unisen's value.
- Partnering with Citigroup GTS, which has substantial scale, is expected to have positive long-term impact on fund ER's.



SALE OF UNISEN TO CITIFINANCIAL TRANSACTION HIGHLIGHTS

Highlights

- Sale price US\$97.5 million (C\$122 million)
- Book value of \$87.9 million
- Pre-tax accounting gain of 34%* (\$30.1 million)
- After-tax accounting gain of 25%* (\$22.4 million)
- IRR 13% (10% after tax)

Details

- Full divestiture
- Share purchase
- All staff remain employed
- Expected to close on September 30, 2005
- Accounting gain may be recognized over two fiscal periods as a result of potential purchase price adjustments

*Estimate of gain includes \$4 million of expected transaction costs but is prior to post closing adjustments for working capital, revenue thresholds and options on certain assets of Unisen.



SALE OF UNISEN TO CITIFINANCIAL PRO-FORMA INCOME STATEMENT

For the 6 months ended, May 31, 2005 (\$000's)

	Actual	Pro Forma * Adjustment	Interest Exp. Adjustment	Pro Forma
Revenue	\$ 315,511	\$ 23,513		\$ 291,998
Operating expenses	175,212	11,903		163,309
EBITDA	140,299	11,610		128,689
Amortization	76,031	6,255		69,776
Interest expense	2,837	-	(2,935)	(98)
Net income before taxes	61,431	5,355	(2,935)	59,011
Income tax Expense	17,895	2,258	(818)	16,455
Net Income	\$ 43,536	\$ 3,097	\$ (2,117)	\$ 42,556
Diluted earnings per share	\$ 0.48	\$ 0.03	\$ (0.02)	\$ 0.47

*The 6 month figures shown for Unisen include the \$2.5 million reversal of the provision related to vacated facilities established in 2004.



SALE OF UNISEN TO CITIFINANCIAL PRO FORMA CAPITALIZATION

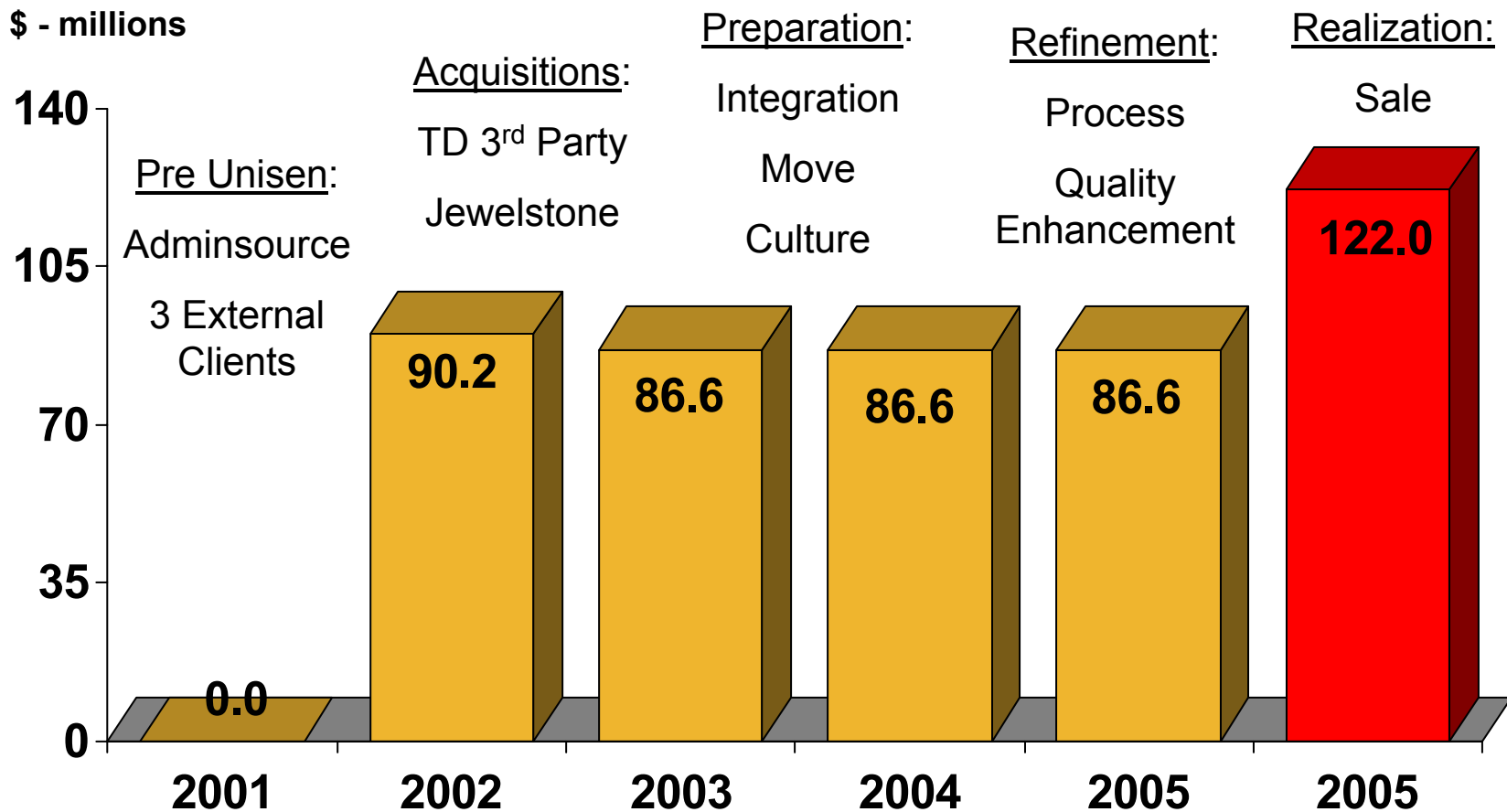
As at May 31, 2005 (\$000's)

	Pro Forma		
	Actual	Adjustment	Pro Forma
Cash	\$ 64,081	\$ 2,140	\$ 66,221
Long term debt			
Current	26,873	(26,873)	-
Non-current	85,329	(85,329)	-
	112,202	(112,202)	-
Shareholders' equity	918,347	-	918,347
		114,342	
Debt/equity	0.12		0



SALE OF UNISEN TO CITIFINANCIAL

UNISEN'S EVOLUTION



CAPITAL INVESTED AND SALE OF UNISEN

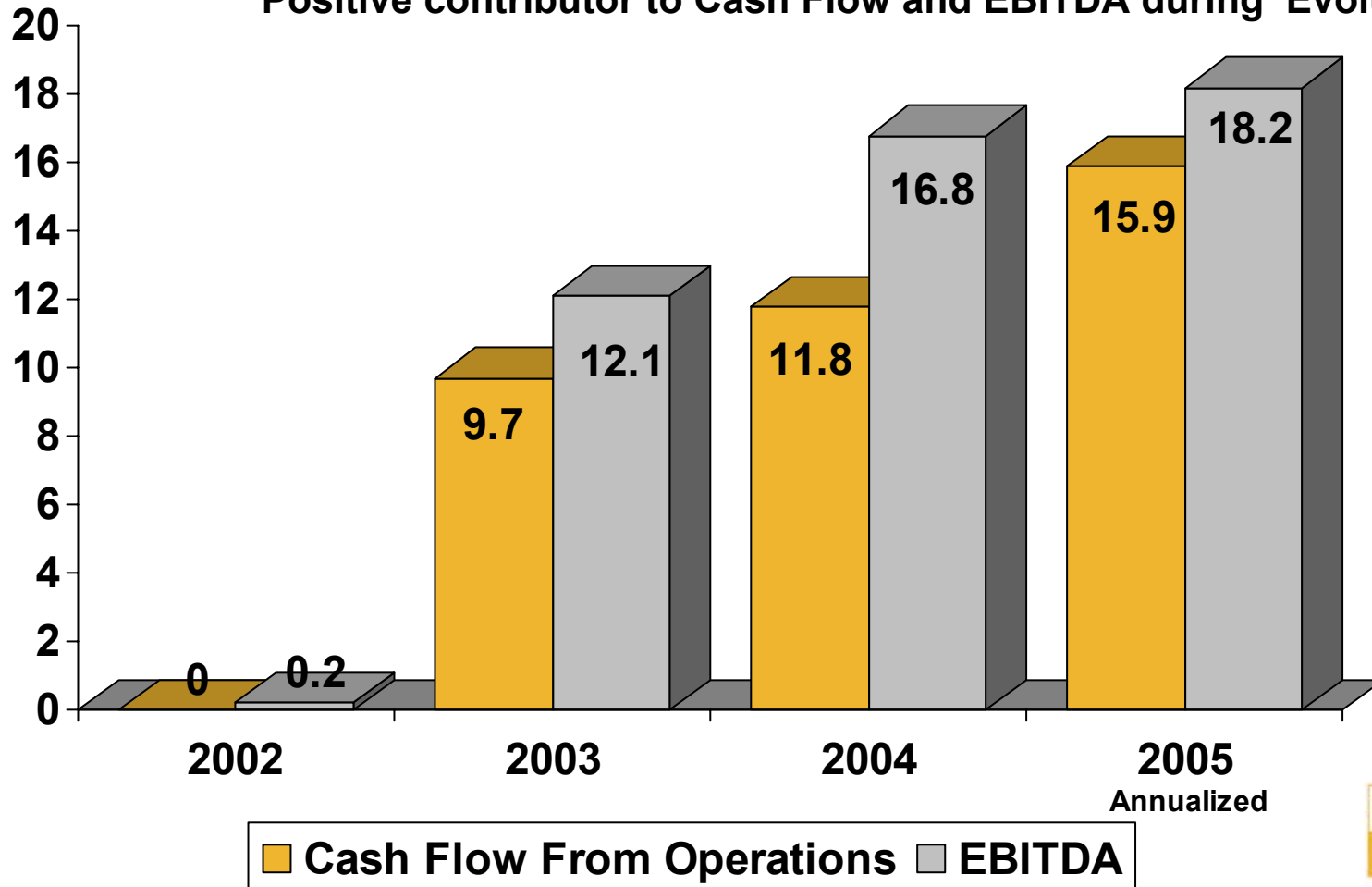


SALE OF UNISEN TO CITIFINANCIAL

UNISEN'S CONTRIBUTION

\$ - millions

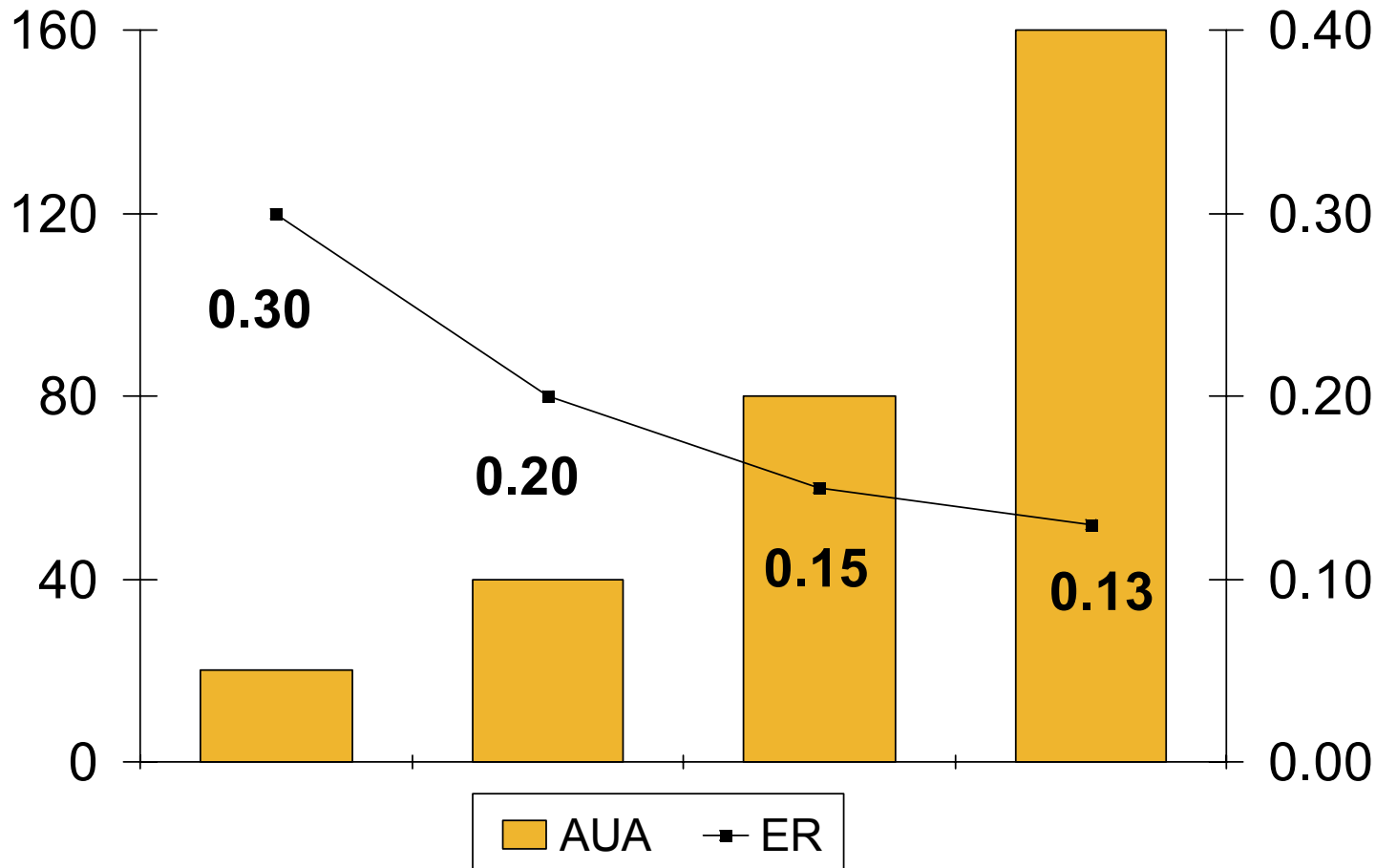
Positive contributor to Cash Flow and EBITDA during 'Evolution'



SALE OF UNISEN TO CITIFINANCIAL THE CASE FOR OUTSOURCING

Expense Ratio Efficiency – Assumes 1/3 of costs are variable

\$ - billions



Citigroup Global Transaction Services:

- \$8 trillion in assets under custody
- \$1 trillion in assets processed daily
- \$610 billion of AUA
- 102 countries served

