



# Restructuring of Wilh. Wilhelmsen Group

*- Listing and IPO of shipping and logistics as an independent company*

**Creating a world leading pure-play shipping and logistics company**

**Lysaker, 15 March 2010**



## > Disclaimer

This presentation may contain forward-looking expectations which are subject to risks and uncertainties related to i.a. economic and market conditions in relevant markets, oil prices, currency exchange fluctuations etc. Wilh. Wilhelmsen group undertake no liability and make no representation or warranty for the information and expectations given in the presentation.



## > Wilh. Wilhelmsen was founded in 1861



- Mathilde – the company's first ship
- Bought 1865 and sold 1880 (built 1840)
- Owned 28 sailing vessels – all made of wood
- Last sailing ship sold 1902

**Morten Wilhelm Wilhelmsen**  
1839 – 1910

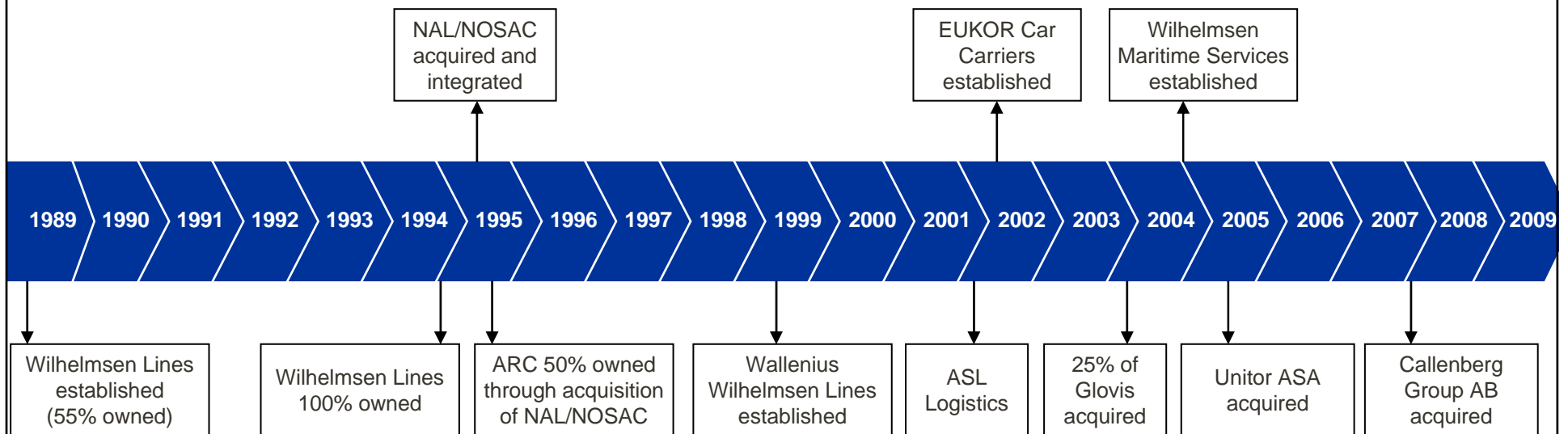


1861

150 years of change and innovation



## > Major milestones over the last 20 years





## > Contents

### **Wilh. Wilhelmsen; creating a pure-play shipping and logistics company**

Market development

Outlook

Appendix – Pro forma P&L and Balance Sheet



## > Background

- Continuously evaluating the best structure for the company, to secure its further growth and the shareholders values
- Recent market correction has created opportunities for players with strong balance sheets and attractive group structures
- Size and capital intensity of the segments make it beneficial to operate the shipping and logistics segment with access to financing through a parallel listing



## >: The proposed restructuring

- The board of Wilh. Wilhelmsen ASA (“**WWI**”) has proposed to the General Meeting to carry out a restructuring of the WWI group by establishing a new group structure
  - The shipping and logistics activities of WWI will be carried forward in a separate entity Wilh. Wilhelmsen ASA (“**new WW ASA**”)
  - Wilh. Wilhelmsen Holding ASA (“**WW Holding**”) will be the new parent company of the Wilh. Wilhelmsen group. WW Holding will be the majority shareholder in new WW ASA and own 100% of Wilhelmsen Maritime Services
- Shareholders in WWI will receive the same amount of shares they hold in WW Holding in exchange for shares in WWI and hence keep their prorated share



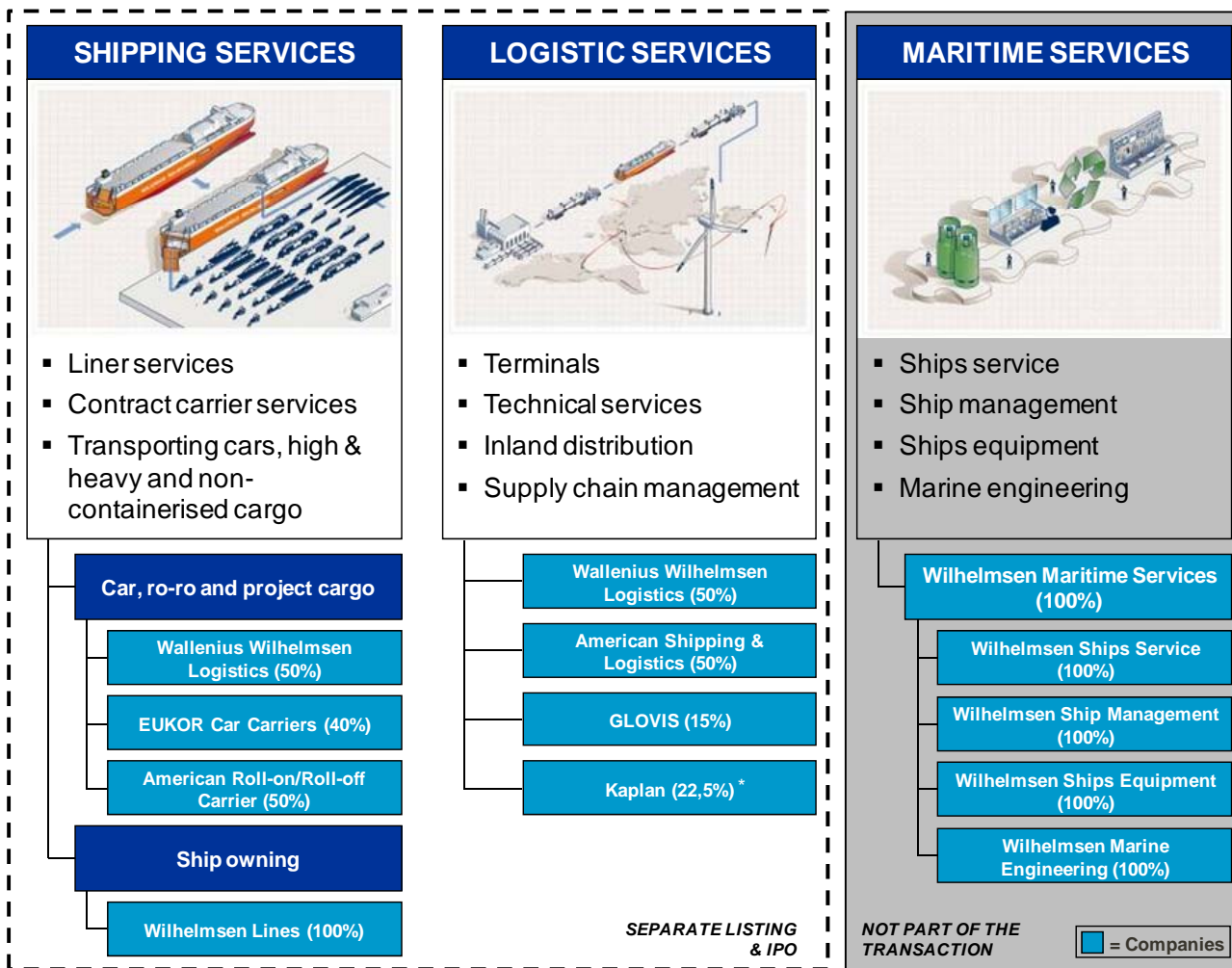
## > Re-listing of WW Holding and IPO of new WW ASA

- WW Holding intends to take over WWI's listing on OSE
- New WW ASA will seek to be listed on OSE following the restructuring
- The WW group has the intention to raise USD 200-400 million of new equity in the IPO of new WW ASA and has entered into an underwriting agreement with a group of current shareholders, partners and certain underwriting banks amounting to USD 200 million
  - The underwriting agreement initially consists of a volume guarantee, with the intention to replace it with a fixed price guarantee prior to the IPO
- The process has been conducted with Carnegie ASA and Pareto Securities AS as financial advisors
- Carnegie ASA and Pareto Securities AS will also act as Joint Global Co-ordinators and Joint Bookrunners in the IPO, while Danske Markets, Fortis Bank Netherlands and Nordea will act as Joint Lead Managers



# > WW group today

Shipping, land-based logistics and maritime services

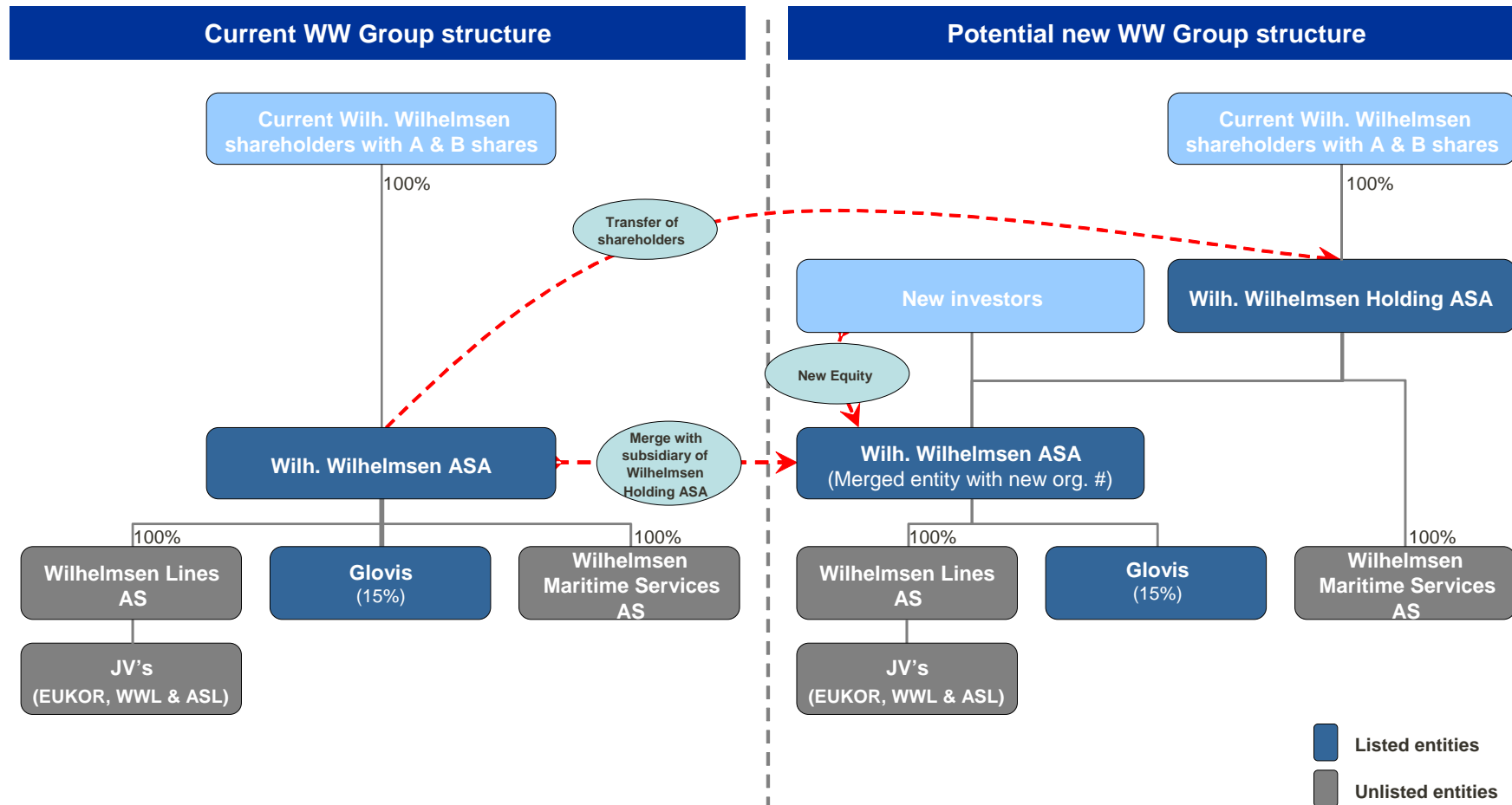


\* Kaplan not to be part of new WW ASA



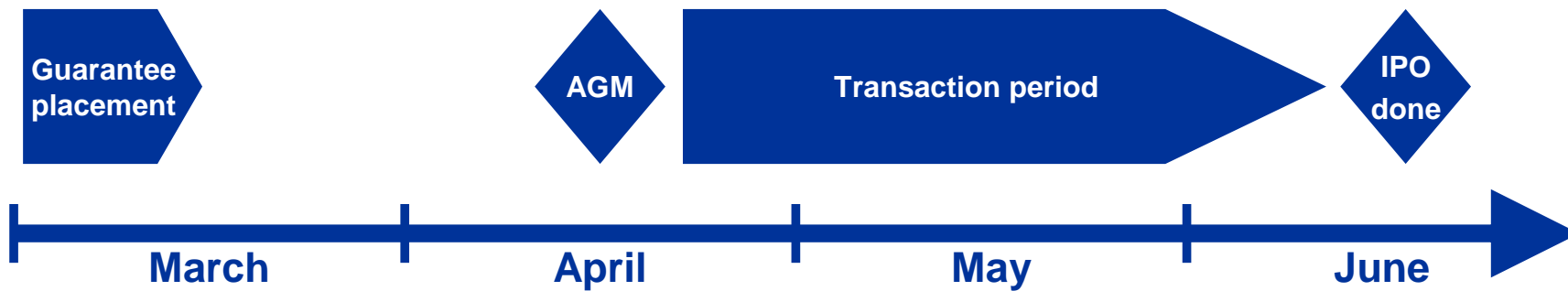
# > Transaction – creating two separately listed entities

*Enhancing focus on the shipping and logistics operations*





## > High level tentative time-line





> WW ASA will consist of industry leading subsidiaries





(New)

Wilh. Wilhelmsen ASA



# > WW ASA will be an attractive stand-alone investment

- key markets, clients and drivers for WW ASA



OPERATOR	CARGO	CLIENTS	KEY DRIVERS
			<ul style="list-style-type: none"> <li>• GDP growth</li> <li>• Consumption</li> <li>• Globalisation</li> </ul>
			<ul style="list-style-type: none"> <li>• Construction / Infrastructure spending</li> <li>• GDP growth</li> </ul>
			<ul style="list-style-type: none"> <li>• Government spending</li> <li>• US overseas activity</li> </ul>



(New)

Wilh. Wilhelmsen ASA



## >: Broad product offering to attain volumes and key clients

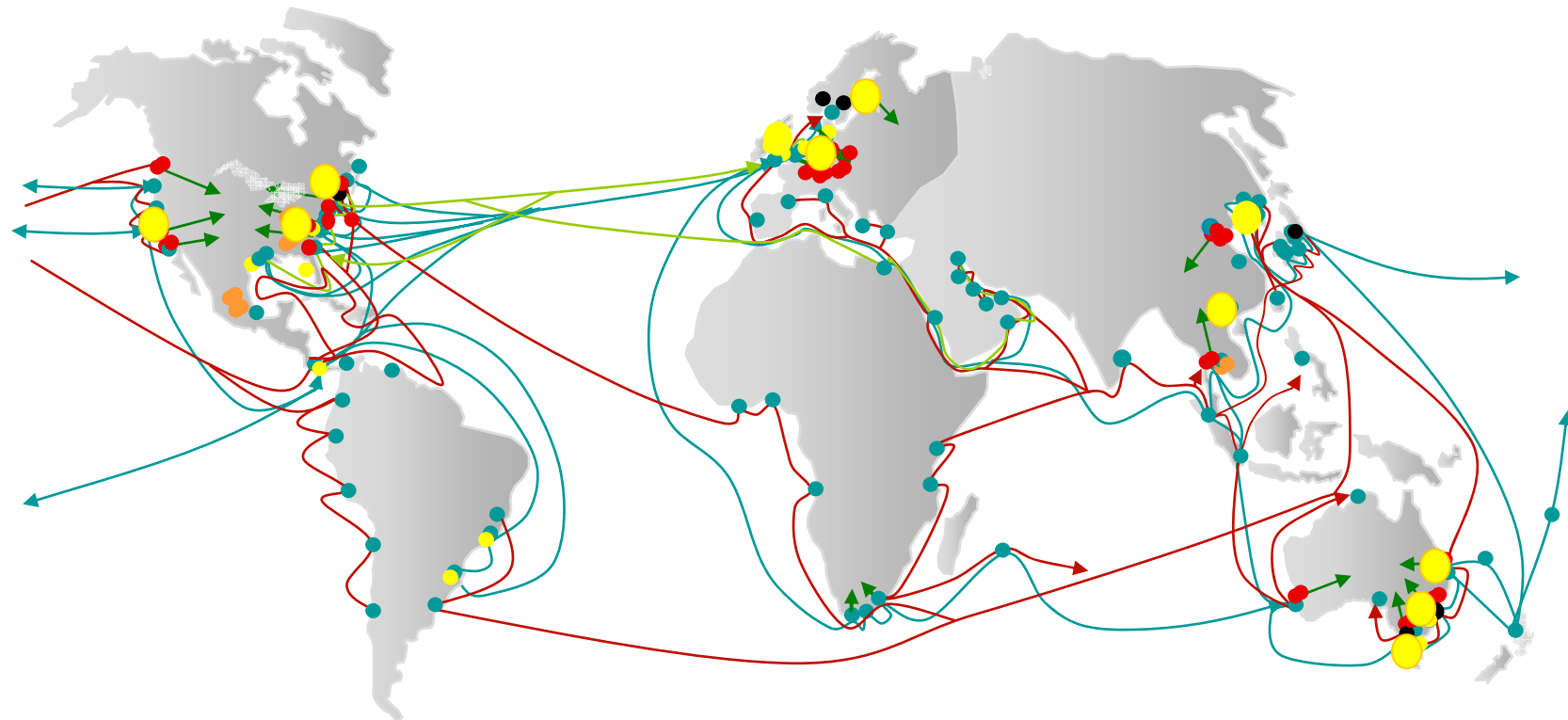
*- service offering proven to result in more profitable operations over time*





## > Uniquely positioned with a seamless global network

- market leader in an industry with significant barriers to entry



● Central and regional offices  
● Terminals

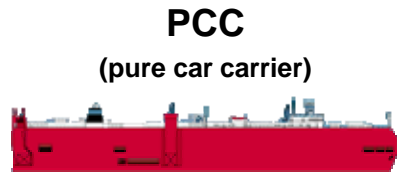
● Technical sites (VPCs)  
● Technical sites (Plant VPCs)

— WWL Ocean routes  
● Main ports

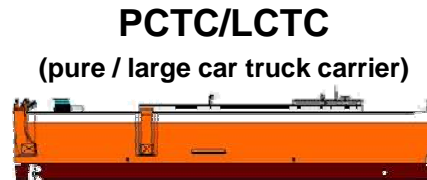
— EUKOR Ocean routes  
— Inland distribution  
— ARC Ocean routes



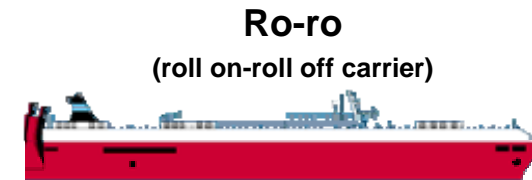
# > Advanced and versatile shipping fleet in place



~10% of fleet



~80% of fleet



~10% of fleet

Share of cars



*EUKOR Car Carriers Inc.*



WALLENIUS WILHELMSEN LOGISTICS

Share H&H + NCC

Large and flexible fleet positioned for volume flow in different segments



(New)

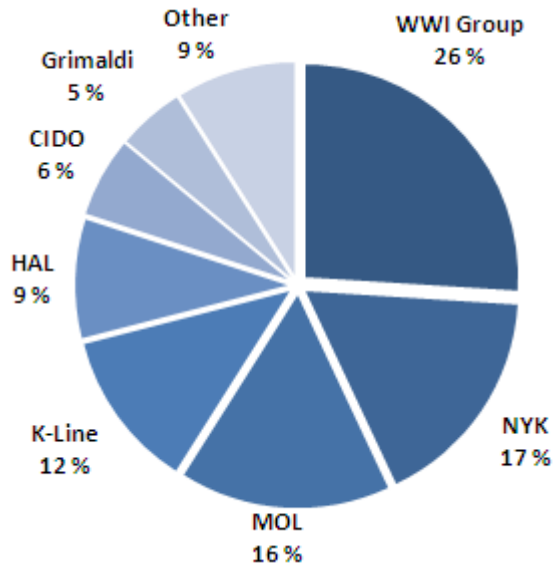
Wilh. Wilhelmsen ASA



# > Orderbook offers opportunities

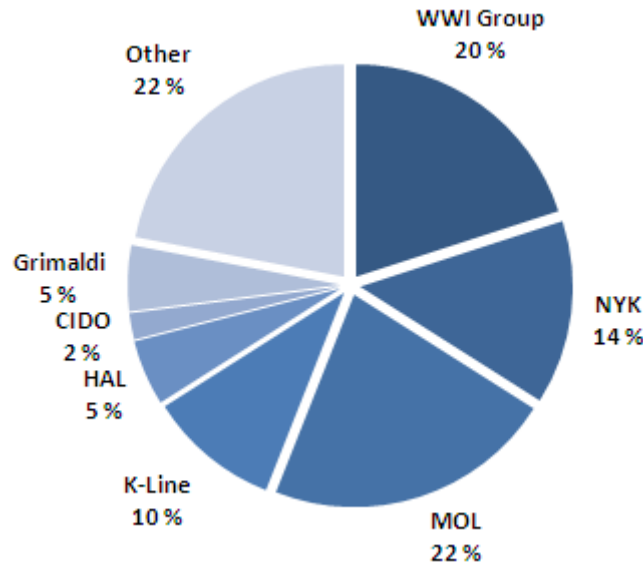
- data as of January 2010, % of capacity

## Existing fleet



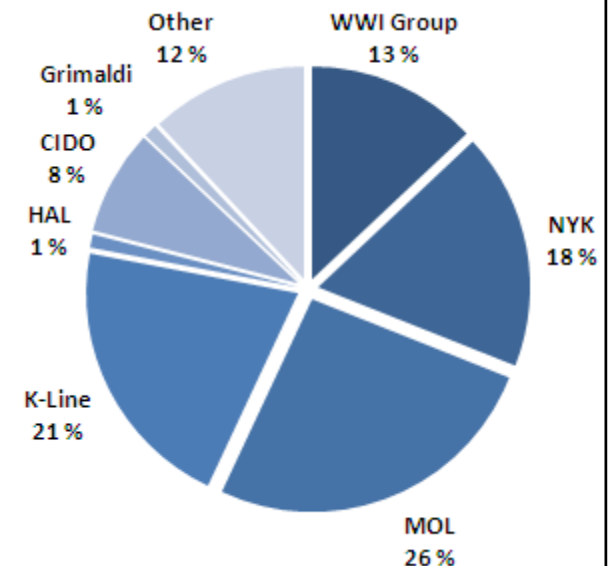
644 vessels,  
3,2 mill ceu

## Newbuilding



163 vessels,  
0,9 mill ceu

## Recycling



109 vessels,  
0,4 mill ceu

CEU – car equivalent units  
Supply Source: WWI





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Wilh. Wilhelmsen;  
creating a pure-play shipping and logistics company

**Market development**

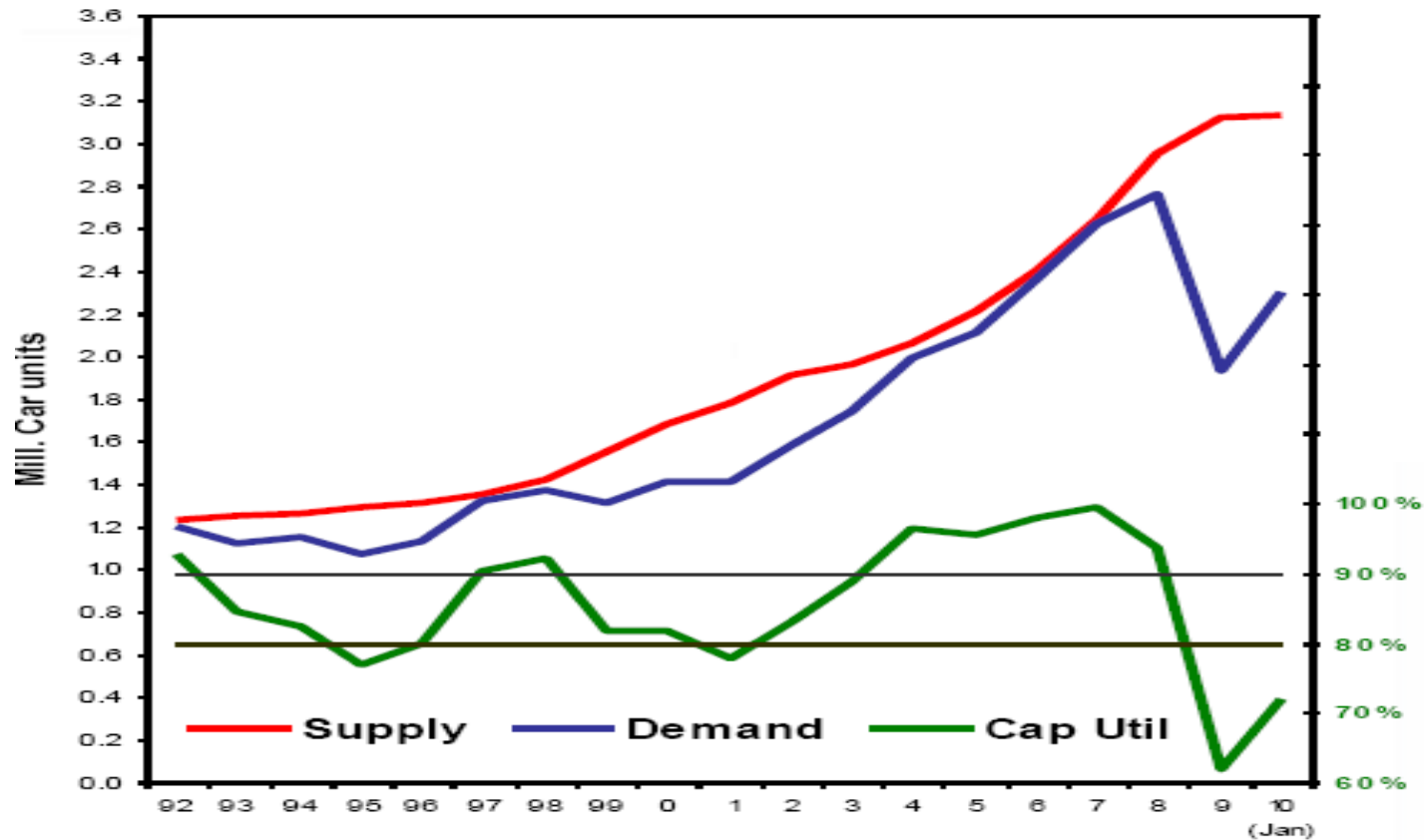
Outlook

Appendix – Pro forma P&L and Balance Sheet



## > Strong recovery expected for deep sea auto transport

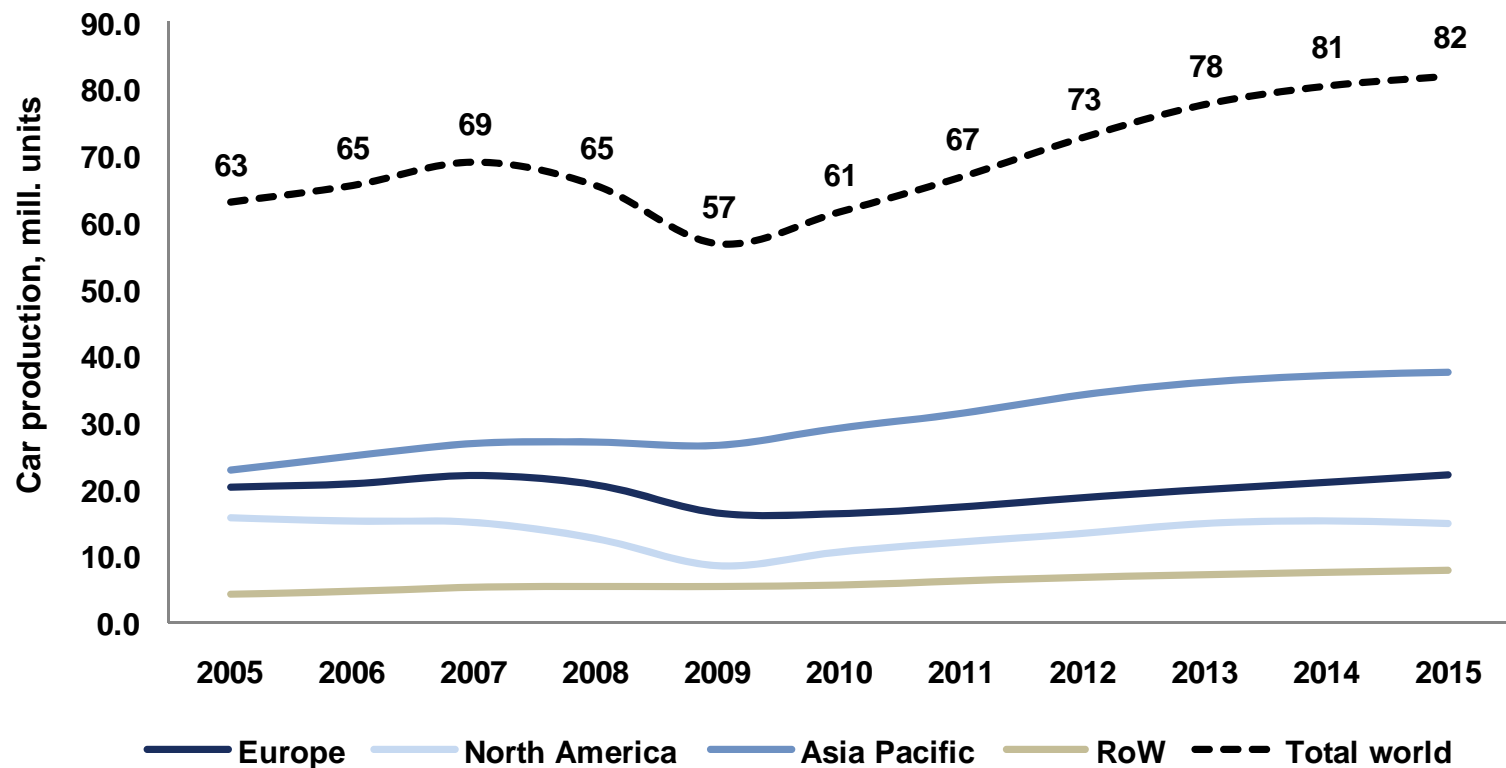
SUPPLY, DEMAND AND UTIL. RATE – PCTCs  
YEARLY: 1992-2010



Source: Platou Economic Research a.s



## > World auto production set for significant rebound

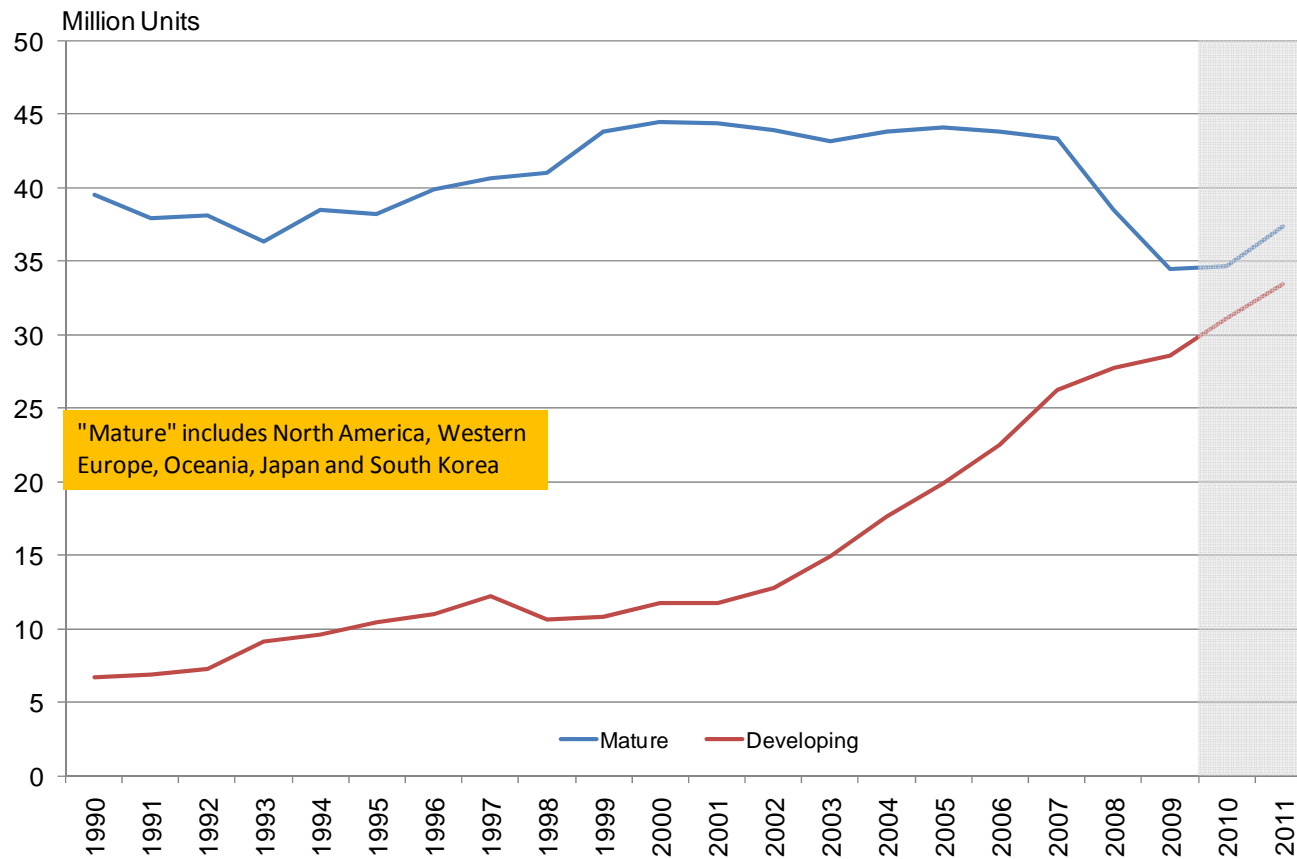


RoW: South America and Middle East/Africa  
Source: CSM Worldwide



# > Emerging markets have and will continue to drive growth

- global light vehicle sales





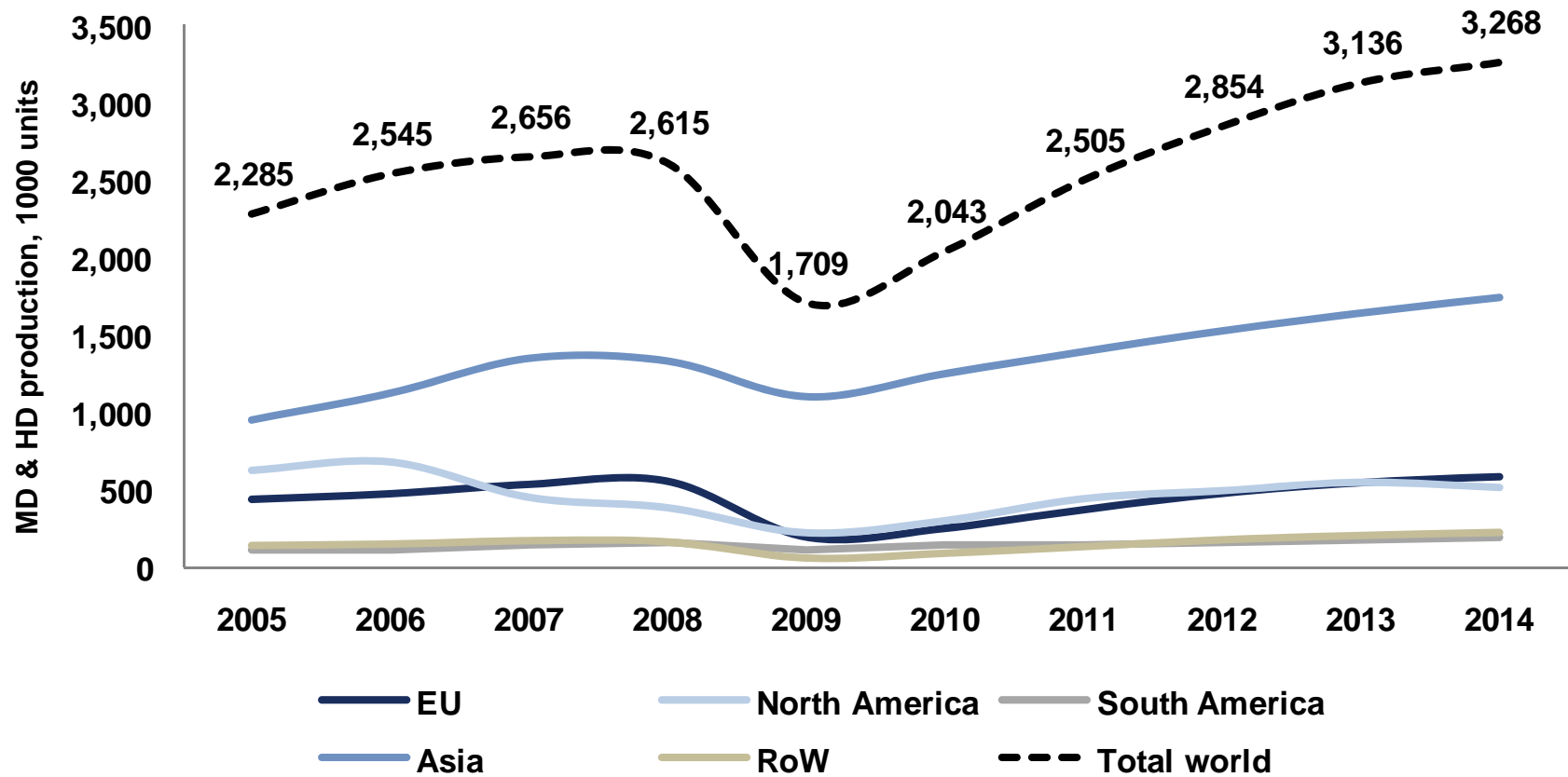
(New)

Wilh. Wilhelmsen ASA



## > Strong development within high and heavy

- benefitting from fiscal incentive packages



RoW: South America and Middle East/Africa  
MD: Medium duty, HD: Heavy duty  
Source: JD Power



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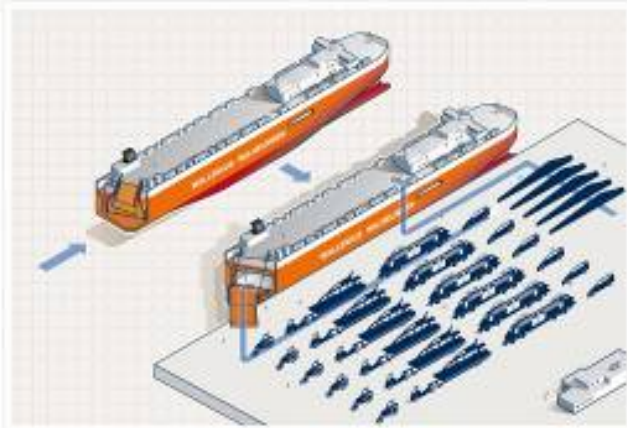
**Outlook**

Appendix – Pro forma P&L and Balance Sheet



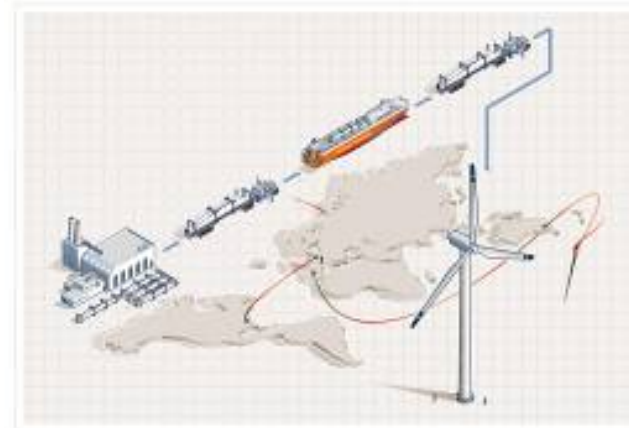
## > Outlook for shipping and logistics

### SHIPPING SERVICES



Market conditions improving within all segments

### LOGISTIC SERVICES



Improved markets and synergies from shipping cross-sales

**Competitive advantage: diversification, size and global presence**



## > Summary

- The BoD proposes a restructuring of the WWI group to secure a new platform for strategic growth and increase shareholders' value
- “New” WW ASA’s strategic ambition is to manifest the group’s position as the world leader within car/ro-ro transportation and associated logistics
- Recent market correction has created opportunities for the players with strong balance sheets and attractive group structures
- Size and capital intensity of the segments make it beneficial to operate the shipping and logistics segment with access to financing through a parallel listing
- “New” WW ASA will be the only listed pure-play car/ro-ro and logistics company with a global cyclical exposure

Unique opportunity to get a stake in a late-cyclical-company



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**Appendix – Pro forma P&L and Balance Sheet**



# > Pro forma New WW ASA Group financials

- P&L (Proportionate method)

USD mill	Total					Shipping					Logistics					Holding and eliminations				
	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009
Operating revenue	435,3	381,2	365,0	388,9	1 570,4	372,4	317,6	317,5	332,1	1 339,6	74,5	72,3	62,0	61,1	269,9	(11,5)	(8,7)	(14,5)	(4,3)	(39,0)
Other income																				
Share of profits from associates and joint ventures	0,8	8,1	6,0	(5,0)	9,9	(4,2)	(0,1)	(0,1)	(8,0)	(12,4)	5,1	8,2	6,1	3,0	22,3	(0,1)	0,0	0,0	0,0	(0,0)
Gain on sale of assets	60,5	0,1	45,7	0,0	106,4	17,4			0,0	17,4	0,0		44,8	0,0	44,8	43,1	0,1	0,9	0,0	44,2
<b>Total income</b>	<b>496,6</b>	<b>389,4</b>	<b>416,8</b>	<b>383,9</b>	<b>1 686,7</b>	<b>385,5</b>	<b>317,5</b>	<b>317,4</b>	<b>324,1</b>	<b>1 344,5</b>	<b>79,6</b>	<b>80,5</b>	<b>112,9</b>	<b>64,1</b>	<b>337,0</b>	<b>31,5</b>	<b>(8,6)</b>	<b>(13,5)</b>	<b>(4,2)</b>	<b>5,1</b>
Operating expenses																				
Voyage expenses	(187,2)	(146,6)	(135,0)	(140,7)	(609,6)	(191,3)	(149,3)	(138,2)	(143,8)	(622,6)					0,0	4,0	2,7	3,2	3,1	13,0
Vessel expenses	(16,0)	(12,4)	(15,1)	(19,1)	(62,6)	(16,0)	(12,4)	(15,1)	(19,1)	(62,6)					0,0	0,0	0,0	0,0	(0,0)	(0,0)
Charter expenses	(57,8)	(85,1)	(50,1)	(55,2)	(248,2)	(57,8)	(85,1)	(50,1)	(55,2)	(248,2)					0,0	0,0	0,0	(0,0)	0,0	0,0
Inventory cost	(0,3)	(0,3)	(0,4)	(0,4)	(1,4)	(0,6)	0,3	(0,3)		(0,6)					0,0	0,3	(0,6)	(0,1)		(0,8)
Pay and other remuneration	(43,3)	(38,5)	(40,2)	(37,9)	(159,8)	(32,6)	(27,2)	(28,8)	(27,3)	(115,9)	(7,4)	(5,5)	(5,7)	(5,5)	(24,1)	(3,3)	(5,8)	(5,7)	(5,1)	(19,9)
Other expenses	(75,2)	(43,8)	(75,5)	(82,1)	(276,6)	(19,3)	9,0	(35,0)	(33,2)	(78,5)	(61,0)	(59,8)	(52,3)	(50,4)	(223,5)	5,1	7,0	11,8	1,5	25,4
Depreciation and impairments	(57,0)	(36,1)	(42,7)	(33,4)	(169,2)	(55,3)	(34,0)	(40,6)	(31,3)	(161,2)	(1,6)	(1,3)	(1,3)	(1,3)	(5,5)	(0,0)	(0,8)	(0,8)	(0,8)	(2,4)
<b>Total operating expenses</b>	<b>(436,9)</b>	<b>(362,8)</b>	<b>(359,0)</b>	<b>(368,7)</b>	<b>(1 527,4)</b>	<b>(372,9)</b>	<b>(298,7)</b>	<b>(308,1)</b>	<b>(309,9)</b>	<b>(1 289,6)</b>	<b>(70,0)</b>	<b>(66,6)</b>	<b>(59,3)</b>	<b>(57,2)</b>	<b>(253,1)</b>	<b>6,1</b>	<b>2,5</b>	<b>8,4</b>	<b>(1,6)</b>	<b>15,4</b>
Operating profit (EBIT) <sup>2</sup>	59,7	26,6	57,8	15,2	159,3	12,6	18,8	9,3	14,2	54,9	9,6	13,9	53,6	6,9	83,9	37,6	(6,1)	(5,1)	(5,9)	20,5
Net financials	35,5	(19,4)	73,7	6,7	96,5	22,0	(25,6)	52,0	(4,8)	43,6	(0,3)	(0,1)	0,8		0,4	13,8	6,3	20,9	11,5	52,6
Profit/(loss) before tax	95,2	7,2	131,5	21,9	255,8	34,5	(6,8)	61,3	9,4	98,4	9,3	13,8	54,4	6,9	84,3	51,4	0,2	15,8	5,7	73,1
Tax	(17,1)	10,9	31,1	3,1	27,9	(17,0)	14,1	38,4	5,8	41,3	(1,2)	(1,9)	(1,6)	(1,2)	(5,9)	1,1	(1,3)	(5,5)	(1,5)	(7,2)
<b>Net profit/(loss)</b>	<b>78,1</b>	<b>18,1</b>	<b>162,6</b>	<b>25,0</b>	<b>283,7</b>	<b>17,5</b>	<b>7,3</b>	<b>99,7</b>	<b>15,2</b>	<b>139,7</b>	<b>8,0</b>	<b>11,9</b>	<b>52,8</b>	<b>5,7</b>	<b>78,4</b>	<b>52,5</b>	<b>1,5</b>	<b>10,3</b>	<b>7,2</b>	<b>65,9</b>
Of which minority interests				0,1	0,1														0,1	0,1
<b>Net profit/(loss) after minority</b>	<b>78,1</b>	<b>18,0</b>	<b>162,5</b>	<b>24,9</b>	<b>283,6</b>	<b>17,5</b>	<b>7,3</b>	<b>99,7</b>	<b>15,2</b>	<b>139,7</b>	<b>8,0</b>	<b>11,9</b>	<b>52,8</b>	<b>5,7</b>	<b>78,4</b>	<b>52,5</b>	<b>1,5</b>	<b>10,3</b>	<b>7,1</b>	<b>65,8</b>



## > Pro forma New WW ASA Group financials

- P&L (Equity method)

USD mill	Total					Shipping					Logistics					Holding and eliminations				
	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Full year 2009
Operating revenue	45,2	37,0	34,0	42,5	158,7	38,1	37,6	34,0	42,9	152,6					0,0	7,0	(0,6)	0,0	(0,4)	6,1
<i>Other income</i>																				
Share of profits from associates and joint ventures	20,9	34,8	41,5	24,9	122,0	14,6	22,9	33,5	19,2	90,1	6,5	12,4	8,3	6,3	33,5	(0,2)	(0,5)	(0,3)	(0,6)	(1,6)
Gain on sale of assets	55,5	0,0	45,7	(0,0)	101,3	10,7			0,0	10,7	0,0		44,8	0,0	44,8	44,8	0,0	0,9		45,8
<b>Total income</b>	<b>121,5</b>	<b>71,8</b>	<b>121,2</b>	<b>67,4</b>	<b>381,9</b>	<b>63,4</b>	<b>60,5</b>	<b>67,5</b>	<b>62,1</b>	<b>253,4</b>	<b>6,5</b>	<b>12,4</b>	<b>53,1</b>	<b>6,3</b>	<b>78,3</b>	<b>51,7</b>	<b>(1,1)</b>	<b>0,6</b>	<b>(1,0)</b>	<b>50,2</b>
<i>Operating expenses</i>																				
Voyage expenses	(0,4)	(0,2)	(0,3)	(0,3)	(1,2)	(0,4)	(0,2)	(0,3)	(0,3)	(1,2)	0,0			0,0	0,0	0,0	0,0	(0,0)	0,0	0,0
Vessel expenses	(10,2)	(7,4)	(8,6)	(12,9)	(39,0)	(10,1)	(7,4)	(8,6)	(12,9)	(39,0)	0,0			0,0	0,0	(0,1)	0,0	0,0	0,0	0,0
Charter expenses	(6,0)	(6,3)	(6,2)	(6,1)	(24,6)	(6,0)	(6,3)	(6,2)	(6,1)	(24,6)	0,0			0,0	0,0	(0,0)	0,0	0,0	0,0	(0,0)
Inventory cost		(0,2)	(0,3)	(0,3)	(0,8)		0,0			0,0	0,0			0,0	0,0	0,0	(0,2)	(0,3)		(0,8)
Pay and other remuneration	(14,7)	(16,5)	(18,1)	(16,4)	(65,7)	(11,3)	(10,7)	(12,5)	(11,3)	(45,8)	0,0			0,0	0,0	(3,4)	(5,8)	(5,6)	(5,1)	(19,9)
Other expenses	(10,8)	(0,8)	(3,1)	(2,1)	(16,8)	(1,8)	(1,9)	(3,7)	(2,8)	(10,2)	0,0			0,0	0,0	(9,0)	1,1	0,6	0,7	(6,6)
Depreciation and impairments	(19,8)	(19,8)	(18,9)	(17,1)	(75,6)	(19,6)	(19,1)	(18,2)	(16,3)	(73,2)	0,0			0,0	0,0	(0,2)	(0,7)	(0,7)	(0,8)	(2,4)
<b>Total operating expenses</b>	<b>(61,8)</b>	<b>(51,2)</b>	<b>(55,5)</b>	<b>(55,1)</b>	<b>(223,6)</b>	<b>(49,2)</b>	<b>(45,6)</b>	<b>(49,5)</b>	<b>(49,7)</b>	<b>(194,0)</b>	<b>0,0</b>	<b>0,0</b>	<b>0,0</b>	<b>0,0</b>	<b>0,0</b>	<b>(12,7)</b>	<b>(5,6)</b>	<b>(6,0)</b>	<b>(5,4)</b>	<b>(29,6)</b>
<b>Operating profit (EBIT)<sup>1</sup></b>	<b>59,7</b>	<b>20,6</b>	<b>65,8</b>	<b>12,3</b>	<b>158,4</b>	<b>14,2</b>	<b>14,8</b>	<b>18,1</b>	<b>12,4</b>	<b>59,4</b>	<b>6,5</b>	<b>12,4</b>	<b>53,1</b>	<b>6,3</b>	<b>78,3</b>	<b>39,0</b>	<b>(6,7)</b>	<b>(5,3)</b>	<b>(6,4)</b>	<b>20,6</b>
Net financials	34,4	(14,3)	60,8	9,9	90,7	20,7	(20,6)	39,8	(1,7)	38,1	0,0			0,0	0,0	13,7	6,3	20,9	11,6	52,6
<b>Profit/(loss) before tax</b>	<b>94,1</b>	<b>6,3</b>	<b>126,5</b>	<b>22,2</b>	<b>249,1</b>	<b>34,9</b>	<b>(5,9)</b>	<b>57,9</b>	<b>10,6</b>	<b>97,5</b>	<b>6,5</b>	<b>12,4</b>	<b>53,1</b>	<b>6,3</b>	<b>78,3</b>	<b>52,7</b>	<b>(0,3)</b>	<b>15,6</b>	<b>5,2</b>	<b>73,2</b>
Tax	(15,9)	11,8	36,0	2,9	34,9	(17,2)	13,2	41,8	4,4	42,2	0,0			0,0		1,4	(1,4)	(5,8)	(1,5)	(7,3)
<b>Net profit/(loss)</b>	<b>78,2</b>	<b>18,1</b>	<b>162,6</b>	<b>25,1</b>	<b>283,8</b>	<b>17,6</b>	<b>7,3</b>	<b>99,7</b>	<b>15,1</b>	<b>139,7</b>	<b>6,5</b>	<b>12,4</b>	<b>53,1</b>	<b>6,3</b>	<b>78,3</b>	<b>54,1</b>	<b>(1,7)</b>	<b>9,9</b>	<b>3,7</b>	<b>65,9</b>
Of which minority interests	(0,0)	0,0	0,0	0,0	0,0														0,0	0,0
<b>Net profit/(loss) after minority</b>	<b>78,2</b>	<b>18,1</b>	<b>162,6</b>	<b>25,1</b>	<b>283,8</b>	<b>17,6</b>	<b>7,3</b>	<b>99,7</b>	<b>15,1</b>	<b>139,7</b>	<b>6,5</b>	<b>12,4</b>	<b>53,1</b>	<b>6,3</b>	<b>78,3</b>	<b>54,1</b>	<b>(1,7)</b>	<b>9,9</b>	<b>3,7</b>	<b>65,9</b>



## > Pro forma New WW ASA Group financials

- Balance sheet (Equity method)

USD mill	31.12.2009	30.09.2009	30.06.2009	31.03.2009	31.12.2008
<b>Non current assets</b>					
Deferred tax asset	2	82	52	42	41
Goodwill and intangible assets	6	6	6	7	7
Property, fixtures and vessels	1 397	1 501	1 511	1 402	1 287
Pension assets	1	1	1	1	2
Investments in associates and joint ventures	580	601	584	580	564
Other long-term assets	65	57	42	43	37
<b>Total non current assets</b>	<b>2 051</b>	<b>2 249</b>	<b>2 197</b>	<b>2 075</b>	<b>1 936</b>
<b>Current assets</b>					
Inventory	4	4	4	3	4
Current financial investments	145	139	116	106	117
Other current assets	60	54	26	19	36
Cash and cash equivalents	328	144	176	59	138
<b>Total current assets</b>	<b>537</b>	<b>342</b>	<b>321</b>	<b>188</b>	<b>296</b>
<b>Total assets</b>	<b>2 587</b>	<b>2 591</b>	<b>2 517</b>	<b>2 263</b>	<b>2 232</b>
<b>Equity</b>					
Paid-in capital	122	122	122	122	122
Retained earnings and other reserves	788	736	699	531	501
Minority interests					
<b>Total equity</b>	<b>910</b>	<b>858</b>	<b>821</b>	<b>653</b>	<b>623</b>
<b>Non current liabilities</b>					
Pension liabilities	58	63	56	54	52
Deferred tax	99	176	145	145	140
Long-term interest-bearing debt	1 283	1 232	1 247	1 025	951
Other long-term liabilities	83	105	82	175	21
<b>Total non current liabilities</b>	<b>1 523</b>	<b>1 576</b>	<b>1 530</b>	<b>1 399</b>	<b>1 165</b>
<b>Current liabilities</b>					
Tax payable	1	-	-		1
Public duties payable	2	1	1	2	1
Other current liabilities	151	155	165	209	443
<b>Total current liabilities</b>	<b>153</b>	<b>156</b>	<b>166</b>	<b>211</b>	<b>445</b>
<b>Total equity and liabilities</b>	<b>2 587</b>	<b>2 591</b>	<b>2 517</b>	<b>2 263</b>	<b>2 232</b>



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# Thank you for your attention

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