

Noatum Acquisition

November 2022





Noatum at a Glance

AD Ports Group to acquire 100% of Noatum Holdings

- 3 complementary business units: **Logistics, Maritime, Terminals**
- **Logistics**: A truly **global logistics services provider** with presence in 26 countries across 5 continents
- **Maritime**: The **largest port agency service provider in the West Med region¹** with over 70 ports across Spain, Portugal, France, Algeria, and Morocco
- **Terminals**: The **leading automotive and multi-purpose terminal operator in Spain**
- **Strong growth profile over the past 10 years** through a mix of organic growth and proven track record of M&A activity: Total EBITDA and Organic EBITDA 10Y CAGR (2011-21) of 22% and 19%, respectively
- **€1.80bn of Revenue, €145m of EBITDA** and **€77m of Net Profit** in LTM Sep 2022



noatum logistics

- Freight Forwarding: Ocean, Air, Land
- Project Logistics
- Warehousing
- Customs

Integrated logistics operator offering end-to-end solutions to global customers



noatum maritime

- **Commercial Representation**: Container Slot, Car Carrier, Breakbulk & Multipurpose, and NVOCC/Isotank commercialization
- **Port Agency and Ship Services**: Husbandry, Tramp Agency, Ship Services, Cruises
- **Logistics Specialized Services**: Tailored logistics solutions, Port Logistics, Chartering

Largest port presence in the West Med region

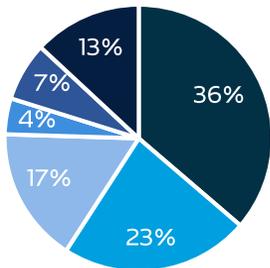


noatum terminals

- Stevedoring
- Handling and Warehousing
- Value added services for Automotive, General Cargo, Container, and Bulk businesses

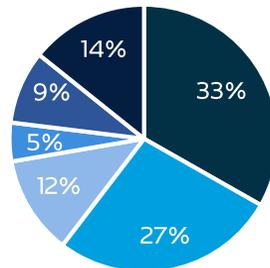
With 16 terminals and 7 warehouses #1 automotive and Top 3 multipurpose Spanish terminal operator

Revenue Geographic Breakdown 9M 2022



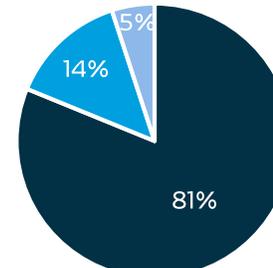
■ West Med ■ East Med ■ North America ■ South America ■ North Europe ■ Asia

EBITDA Geographic Breakdown 9M 2022



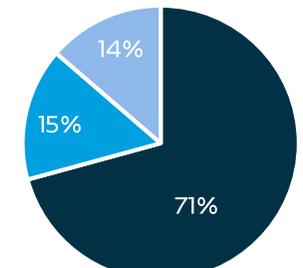
■ West Med ■ East Med ■ North America ■ South America ■ North Europe ■ Asia

Revenue Breakdown by Business Unit 9M 2022



■ Logistics ■ Maritime ■ Terminals

EBITDA Breakdown by Business Unit 9M 2022

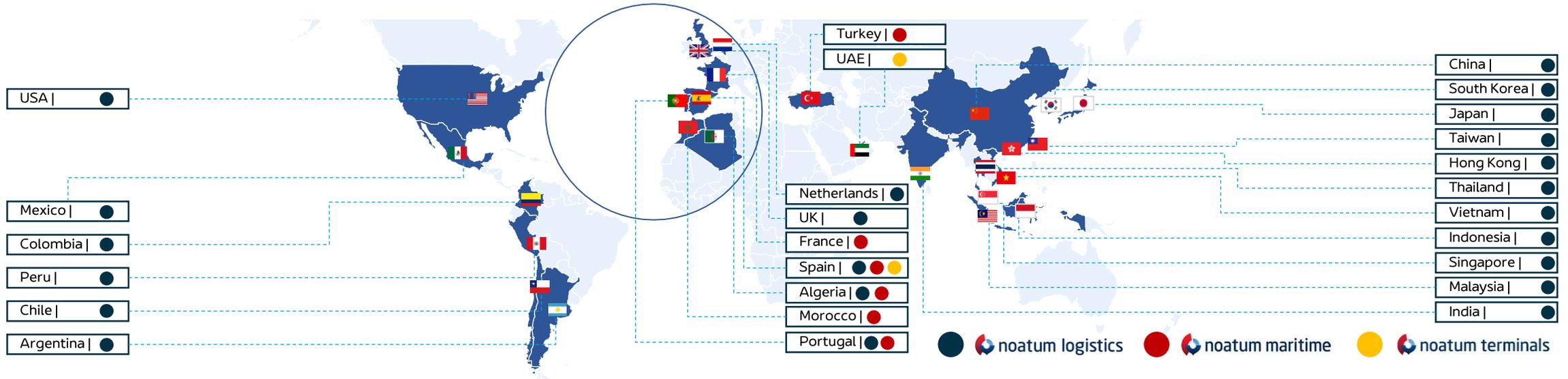


■ Logistics ■ Maritime ■ Terminals

Notes: (1) West Med region includes the following countries: Spain, Portugal, France, Algeria, Morocco; East Med region includes Turkey

Global Logistics Platform

Noatum is a true global player with local footprint



Total group employees: 2,669³

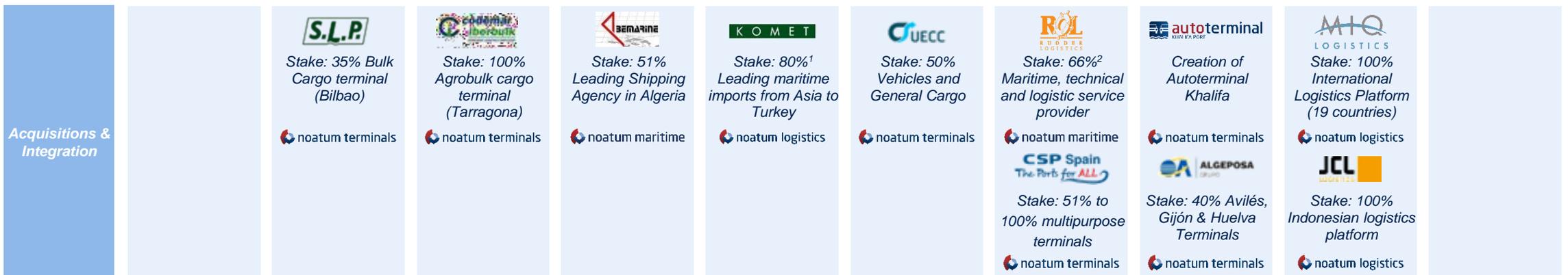
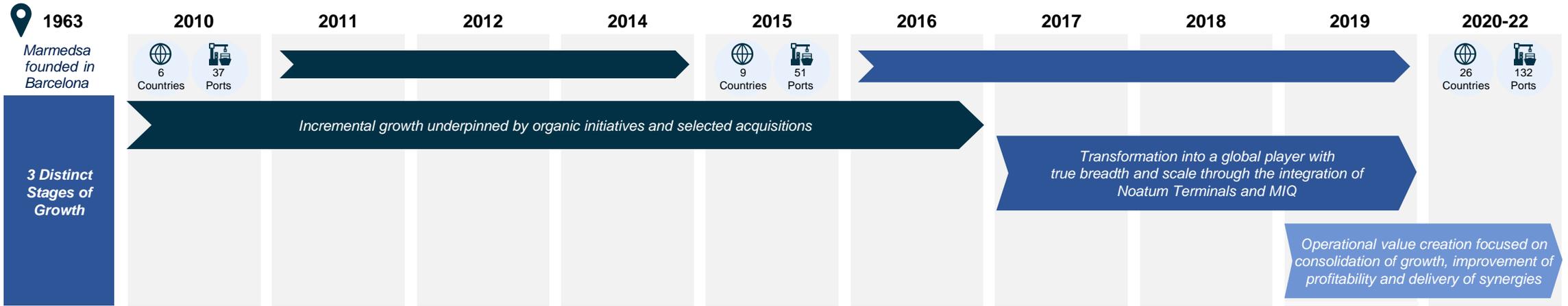
	North America	South America	West Mediterranean	North Europe	East Mediterranean	Asia
Logistics employees ¹	214	309	359 ²	393	189	426
Logistics offices	13	11	20	8	6	33
Services provided	<ul style="list-style-type: none"> ✓ Freight Management ✓ Customs & Compliance ✓ Contract Logistics ✓ Project Logistics ✓ Other 	<ul style="list-style-type: none"> ✓ Freight Management ✓ Customs & Compliance ✓ Project Logistics ✓ Other 	<ul style="list-style-type: none"> ✓ Freight Management ✓ Customs & Compliance ✓ Contract Logistics ✓ Project Logistics ✓ Other 	<ul style="list-style-type: none"> ✓ Freight Management ✓ Customs & Compliance ✓ Contract Logistics ✓ Project Logistics ✓ Other 	<ul style="list-style-type: none"> ✓ Freight Management ✓ Project Logistics ✓ Other 	<ul style="list-style-type: none"> ✓ Freight Management ✓ Customs & Compliance ✓ Contract Logistics ✓ Project Logistics ✓ Other

Notes: (1) As of July 2022, including 254 blue-collar employees; (2) West Med employees include 45 corporate employees; (3) Includes Logistics employees of 1,890, Maritime employees of 583, and Terminals employees of 196



Mix of Organic Growth and M&A Activity Over the Past 10 Years

Transformation into an integrated global logistics platform



>>>> Proven track record of profitable organic and inorganic growth <<<<<

Notes: (1) Noatum currently owns 100% of Komet with additional 20% stake acquired in 2019; (2) Represents current ownership, historical acquisition of 51% stake subsequently increased to 66%



Transaction Details

Transaction Details

- **Enterprise Value (EV) of €660m for 100% stake**
- Implied **EV/EBITDA of 4.6x based on LTM performance September 2022** (vs. an **average of 11.3x** for similar precedent transactions⁽¹⁾)
- Subject to regulatory approvals the deal is expected to **close in H1 2023**

Complementary Transaction

- With the acquisitions of Noatum and GFS, AD Ports Group will further **expand its international footprint, strengthen its global network of partners, and improve its overall connectivity**
- Over the past 10 years, Noatum has demonstrated its **ability to scale up quickly both organically as well as through M&A activity** - By merging our existing logistics business with Noatum we will **create a significant presence in the UAE and in our core regions to become a truly global logistics brand**
- Noatum offers complementary operational footprint with **no overlaps and appropriate scale**
- Noatum acquisition makes us **one of the key players in the Ro-Ro business globally and in the Mediterranean region in particular**, which we intend to expand in our core markets



Good Strategic Fit with AD Ports Group

1

Unique opportunity **to acquire a leading global integrated logistics** platform

2

An essential transaction in **building scale in our Logistics Cluster and supply chain density on a global basis**

3

Well-established, robust platform with **no operational overlaps** that can expanded into the UAE and our core regions

4

Proven **capabilities and track record to scale up quickly organically and through M&A activity**

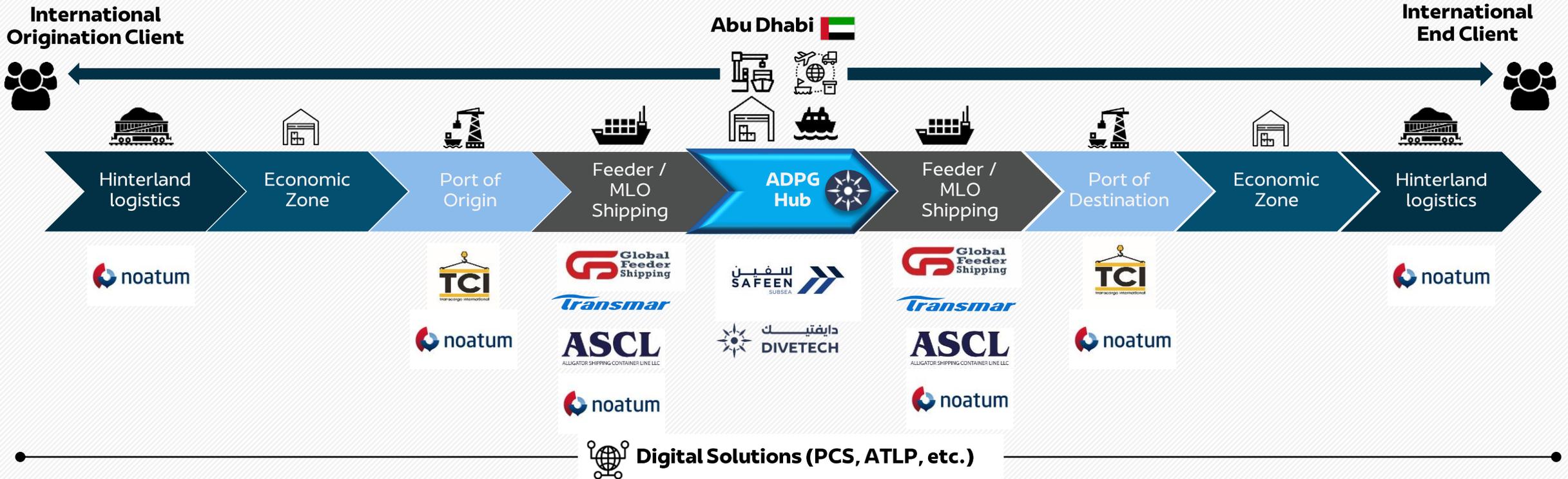
5

Significant **expertise in Ro-Ro business and heavy lift logistics** that we can bring to the UAE and our core regions



In Line with AD Ports Group Strategy to Build Supply Chain Density Along Key Trade Routes

Logistics - Build a series of vertically-integrated, AD-intermediated global (3PL) supply chains to capture maximum value and build supply chain resilience for customers





Revenue Synergies and Cost Savings to Lead to Higher Profitability / Cashflows



noatum logistics

Potential cost synergies:

- Lower air freight rates obtained from larger scale joint purchasing
- Cost optimization of support functions, including technology systems
- Noatum digital transformation



noatum maritime

Potential revenue synergies:

- Potential to scale Noatum's Maritime agency services through AD Ports Group' operations

Potential cost synergies:

- Lower agency costs following the integration of Noatum's Maritime services within AD Ports Group



noatum terminals

Potential revenue synergies:

- Leverage AD Ports Group commercial relationships to attract new shipping lines

Potential cost synergies:

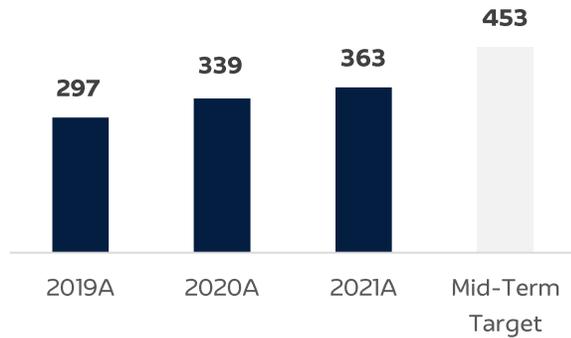
- Best practices
- Technology/Digital systems

Corporate Services: *Potential costs savings from the integration of corporate functions and services*

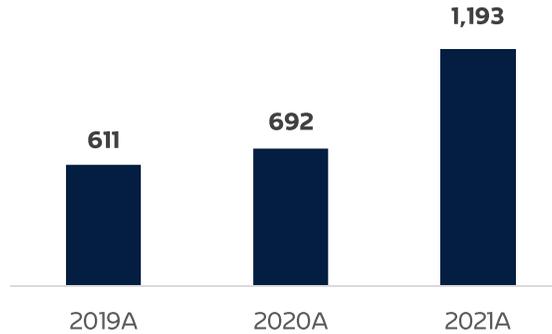


Logistics Operational and Financial KPIs

Logistics Ocean Freight Volumes (K TEUs)¹



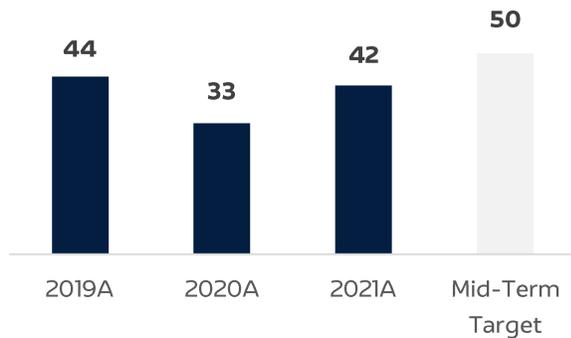
Logistics Net Revenue (m €)



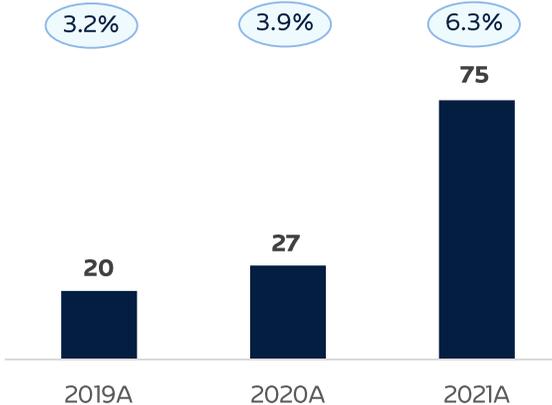
Management Commentary

- Base case scenario **factors in 50% decline in Ocean Freight rates in the medium term**
- Base case scenario **factors in 20% decline in Air Freight rates in the medium term**
- Increasing scale and procurement initiatives should translate into further market share gains and **limited margin erosion from 2021 level**

Logistics Air Freight Volumes (K Tons)



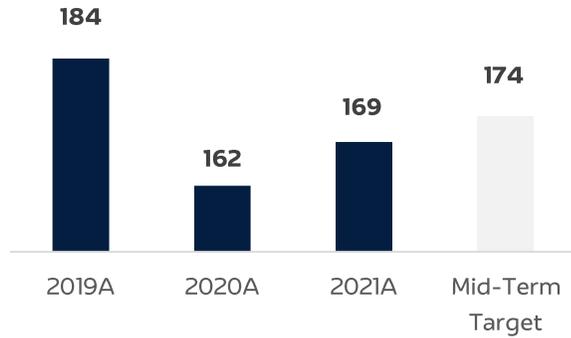
Logistics EBITDA (m €) & EBITDA Margin (%)



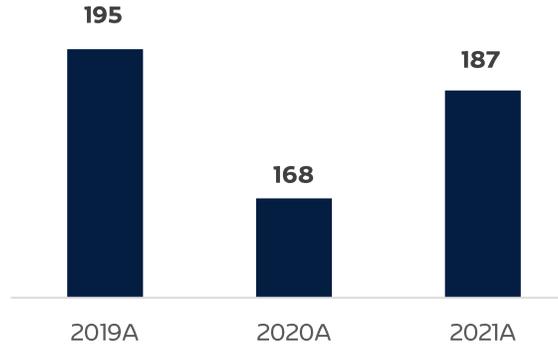


Maritime Operational and Financial KPIs

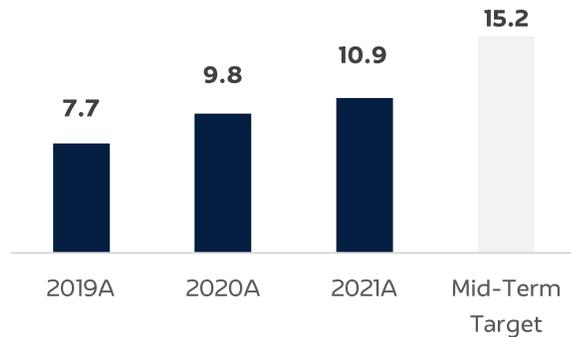
Maritime Comm. Representation Container Volumes (K TEUs)



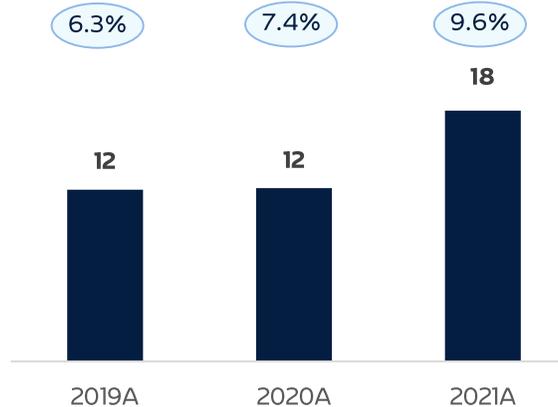
Maritime Net Revenue (m €)



Maritime Vessel Calls¹ ('000)



Maritime EBITDA (m €) & EBITDA Margin (%)



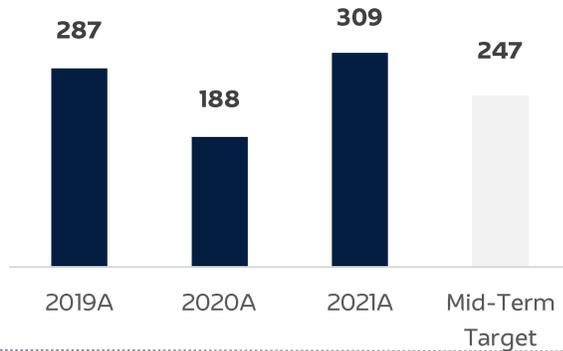
Management Commentary

- Maritime business unit **growth should be in line with market at around 3-5% p.a.** depending on services: Commercial Representation-Containers, Tramp, Husbandry, and Ship services
- **Stable margins from 2021 levels** driven by personnel cost efficiency

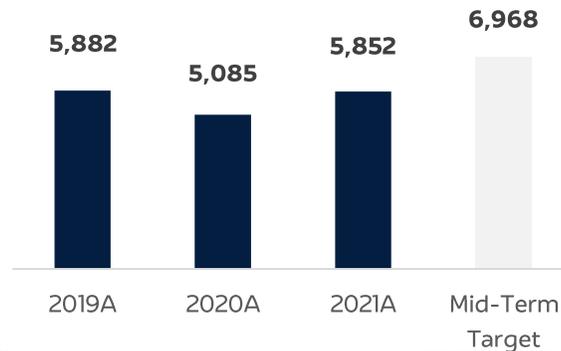


Terminals Operational and Financial KPIs

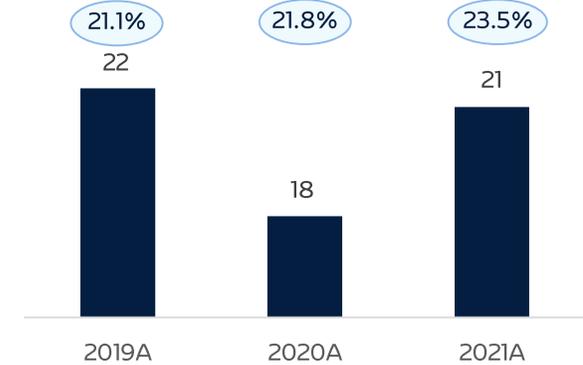
Terminals Container Volumes (K TEUs)



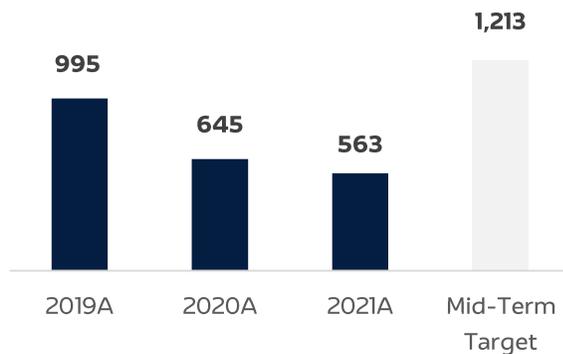
Terminals Cargo Volumes¹ (Tons)



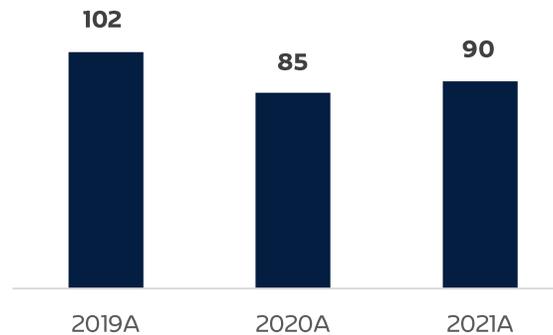
Terminals EBITDA (m €) & EBITDA Margin (%)



Terminals Ro-Ro Volumes (K Units)



Terminals Net Revenue (m €)



Management Commentary

- Post-COVID **volume driven growth of Bulk and Ro-Ro businesses**
- **Stable margins from 2021 levels** as Bulk and Ro-Ro businesses make up the bulk of operating profitability



Consolidated Financial KPIs LTM Sep 2022

Metrics	Consolidated LTM Sep 2022
EBITDA ¹	€145m
EBITDA Margin ¹	8.0%
Operating Cash Flow	€100m
Cash Conversion ⁽²⁾	79%
Free Cash Flow ⁽³⁾	€68m
Net Debt	€104m

Management Commentary

- **Consolidated EBITDA Margin¹** is expected to be in the range of **6.5%-8.0% in the medium term**
- **Annual Capex of €13-33m in the medium term**, in line with historical levels
- **Minor EPS accretion in 2023**, factoring a transaction fully funded through debt, an average cost of debt of 5.5%, and the current EUR:AED FX rate of 3.8. We expect stronger EPS accretion in the medium term with improved growth prospects and a 'normalization' of interest and FX rates

Thank you

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