

# Strategic Development of the TUI Group Separation of Container Shipping

Analysts' Conference Call  
27 February 2009

- I. Opening statement
- II. Transaction details
- III. Impact on Group financing

# Transaction highlights

## Entity Value

- €4.450 bn (=100%)

## Deal Structure

- TUI sells 100% of Hapag-Lloyd to BidCo
- TUI acquires 43.3% of BidCo; Albert Ballin KG holds 56.7%

## Deal components

- Container line, terminal participations and real estate

## Timing

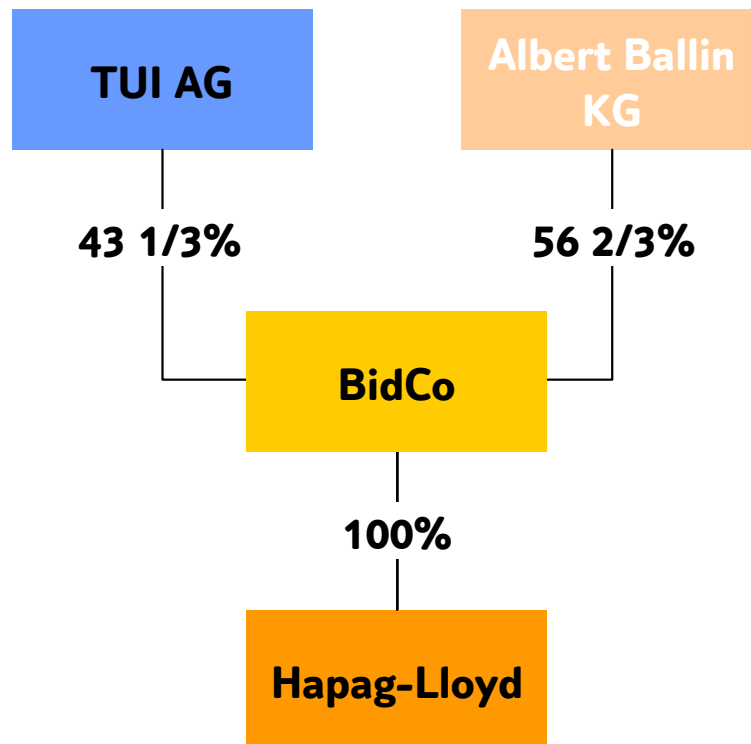
- Closing agreed to be completed in March 2009

## Gain on disposal

- Approx. €1.0 bn
- Realization at closing

## Net debt

- Significant reduction by approx. €2.9 bn



## TUI with controlled Container shipping exit

- TUI keeps a significant interest in Hapag-Lloyd
- Earn-Out of €250 m on fulfillment of 3 year budget (cumulated)
- TUI can sell 33.3% participation early 2010, but 10% immediately
  - ↳ pre-emption right of Albert Ballin KG
- TUI holds a put option to sell all shares to Albert Ballin KG exercisable from 1 January 2012, but the execution of 10% can be extended until 2014

# Transaction details

- In €m -

<b>Total Value</b>	<b>4.450</b>
(100%)	
thereof	
Equity / Cash equivalents /	
Dividends	2.850
Net debt	1.300
Other financial liabilities	75
Pensions	75
Real estate	150
<b>Additional Earn-Out</b>	<b>250</b>

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# Pro forma impact of disposal proceeds on net debt



## TUI Group

Net debt current structure (31.12.2008e)	approx. €4.0 bn
Net impact upon closing of HL-deal (56.7%)	€2.9 bn { €1.6 bn cash €1.3 bn net debt
<b>Pro forma net debt after closing of shipping</b>	<hr/> <b>€1.1 bn</b>

# Liquidity position of TUI AG (Holding company)



**Cash TUI AG (12/2008e)**

**~ €1.2 bn**

Cash proceeds shipping disposal (100%)

~ + €2.7 bn

Cash out for 43.3% Bidco participation

~ - €0.9 bn

Hapag-Lloyd's utilization of TUI's RCF

~ - €0.2 bn

Net €1.6 bn

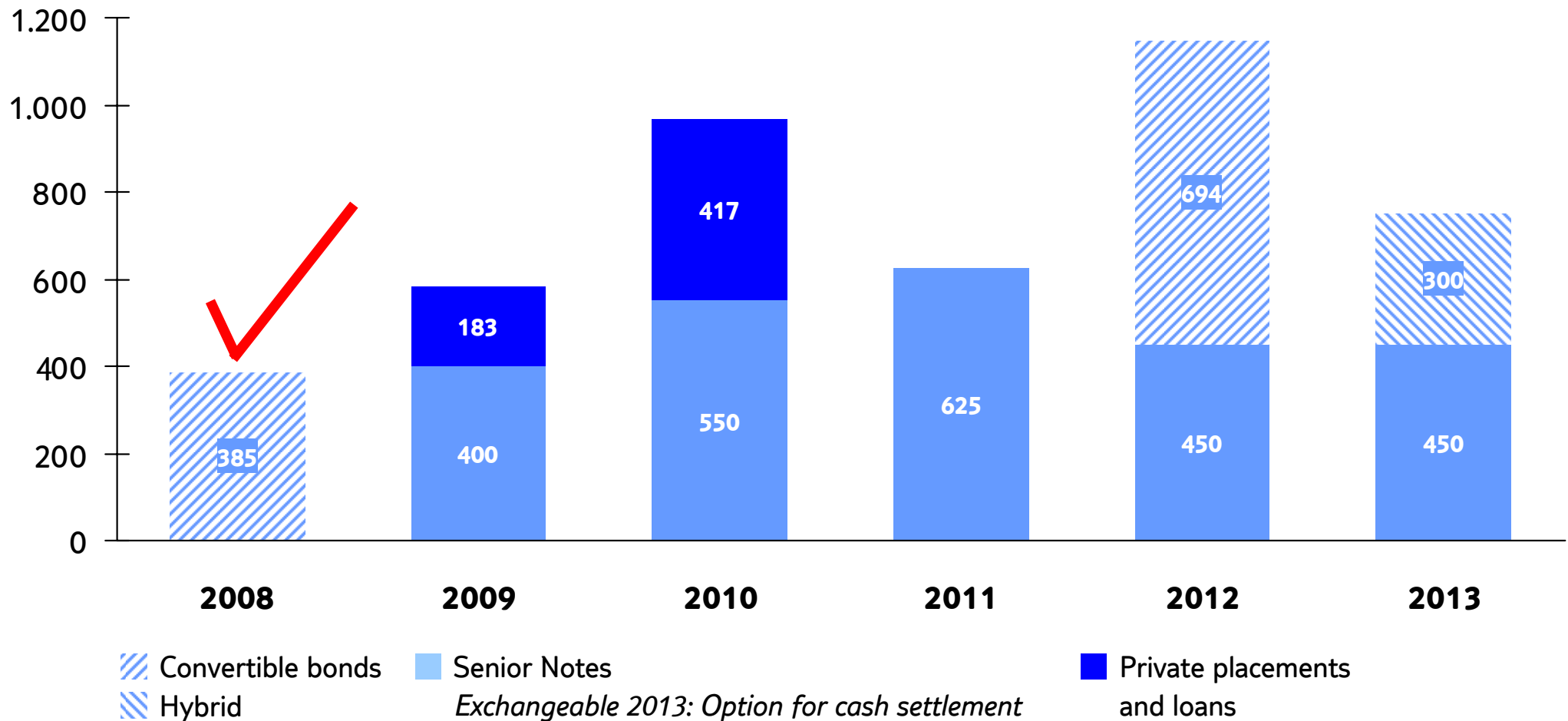
**Cash after disposal**

**~ €2.8 bn**

# Maturity profile long-term financing TUI AG



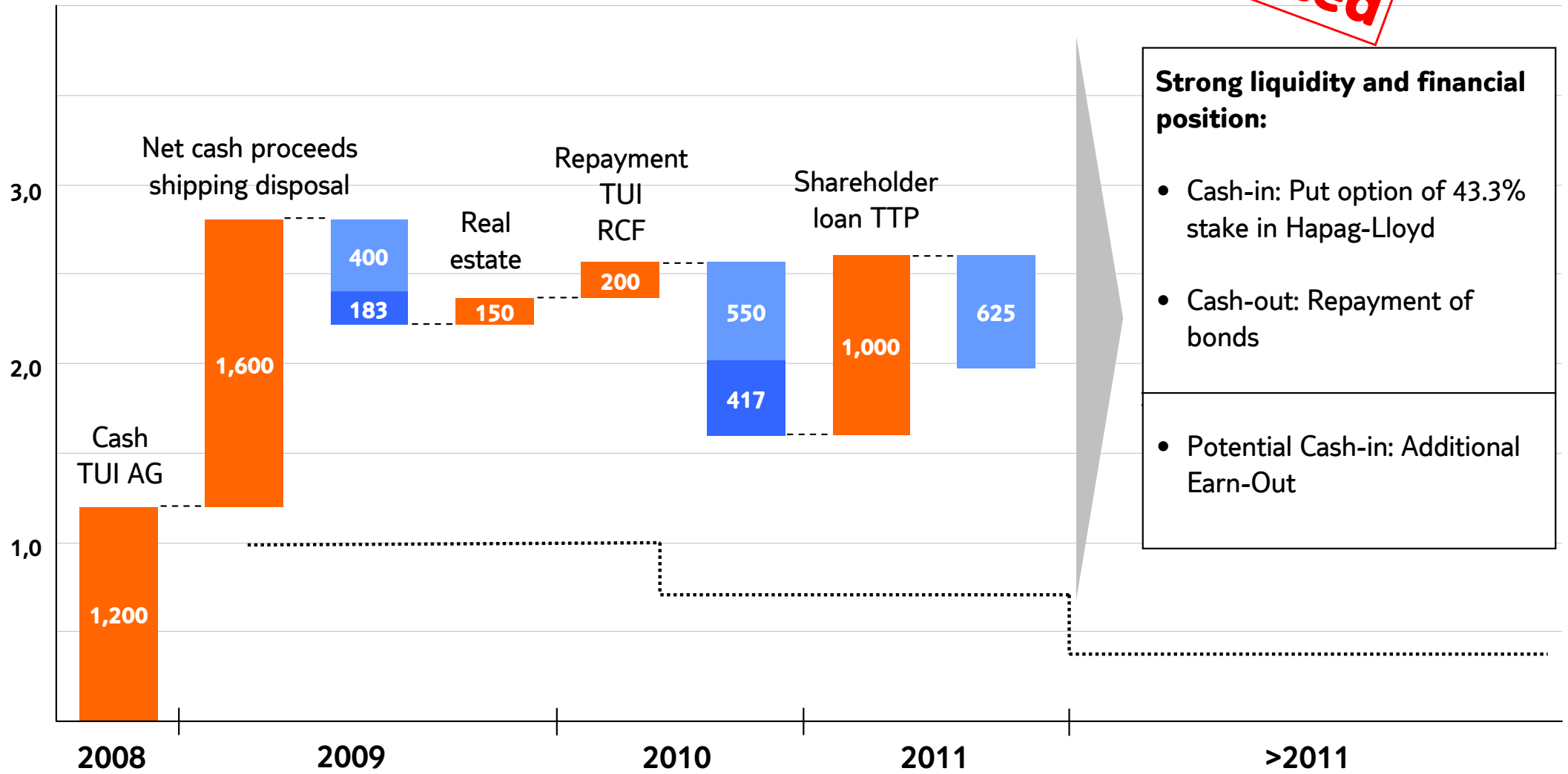
- in €m -



# Pro forma long-term financing TUI AG

**Estimated**

- in €m -



**Strong liquidity and financial position:**

- Cash-in: Put option of 43.3% stake in Hapag-Lloyd
- Cash-out: Repayment of bonds
- Potential Cash-in: Additional Earn-Out

..... Non-utilised financial cover for Hapag-Lloyd

■ Cash      ■ Senior Notes      ■ Private placements and loans

# Medium-term capital employed in shipping

-in €m-	Amount	Maturity	Comment
TUI Vendor Loan	200	03/2014	Remaining inter-company receivable of TUI AG - no fresh-money
TUI RCF	200	03/2010	Repayment guaranteed by the consortium
New short-term loan	300	03/2010	Degree of utilisation not determinable, yet
New long-term loan	400	12/2011	
New subordinated loan	300	12/2012	
<b>Σ Credit lines</b>	<b>1.400</b>		
43 1/3 % participation	910		Put option
<b>Σ Σ Financial engagement</b>	<b>2.310</b>		
to be sold: Real estate	150		

# Drawings under new facilities? Risks and Chances

## Comfortable TUI credit facilities encourage banks not to exercise their change of control rights

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### Risks

Drawings to refinance Hapag-Lloyd's bank debt

- Change of control
- Operational effects

### Chances

Refinancing opportunities of Hapag-Lloyd to replace potential drawings

- Factoring
  - Secured financing
  - Asset disposals
- } approx. US\$ 600 - 700 m

# Q&A Session

