

## **Proposed demerger of Wilh. Wilhelmsen ASA with transfer to Treasure ASA**

Reference is made to the stock exchange notice of 10 February 2016 regarding the proposed restructuring of the Wilh. Wilhelmsen ASA (WWASA), whereby the shares in Den Norske Amerikalinje AS (owning the 12.04% shareholding in Hyundai Glovis Co. Ltd. (Hyundai Glovis)) is demerged from WWASA and merged into a separately entity, Treasure ASA, which will be listed on Oslo Børs upon the completion of the demerger.

The board of directors of WWASA and Treasure ASA today announce that they have signed a joint demerger plan and resolved to propose to the respective general meetings that the shareholders shall approve the demerger of WWASA, whereby all WWASA's shares in Den Norske Amerikalinje AS are transferred to Treasure ASA, while all other assets, rights and liabilities will remain with WWASA. Upon completion of the demerger, Den Norske Amerikalinje will be a wholly owned subsidiary of Treasure ASA, and Treasure ASA will own the 12.04% shareholding in Hyundai Glovis through Den Norske Amerikalinje AS.

The board of directors and the management of WWASA have considered what would be the most suitable organisation of WWASA in order to ensure further growth and values for the shareholders. The demerger will create a simpler and clearer corporate structure visualising today's values of WWASA, which inter alia may give WWASA a larger flexibility and opportunities for capital availability. In addition, the demerger will allow WWASA to focus on developing its core business areas: global car sea transportation and logistics solutions. The demerger will facilitate further growth for WWASA and for Treasure ASA.

The demerger will influence the WWASA group's financial position as the equity of USD 1 655 million at the end of 2015 would be reduced by USD 346 million following the demerger. The adjusted equity ratio after the demerger would be 44% as of 31 December 2015. Non-current assets will be reduced with USD 337 million while net current assets are reduced with USD 9 million.

The demerger further represents a portion of the group's operating portfolio. The WWASA group's share of profit from Hyundai Glovis was USD 36 million in 2015. In addition, the group recorded a gain of USD 26 million in connection with a reduction in its ownership in Hyundai Glovis (sale of 0.5%). Combined, this represented approximately 3% of total income in 2015 and approximately 60% of operating profit for the year based on the proportionate method. Adjusting for non-recurring items in 2015, the group's share of profit from Hyundai Glovis represented approximately 2% of total income and approximately 13% of operating profit in 2015.

### **Terms of the demerger and timetable:**

The demerger is proposed to be carried out as a demerger by way of transfer to an existing company ("demerger/merger" (Nw: fisjonsfusjon)) in accordance with the provisions in Chapter 14 of the Norwegian Public Limited Liability Companies Act.

The boards of WWASA and Treasure ASA have resolved upon an exchange ratio based on a value ratio between the value of WWASA and the value of the shares in Den Norske Amerikalinje AS being transferred to Treasure ASA, of 52/48. The exchange ratio is based on the underlying values of WWASA, and the share price for the shares in Hyundai Glovis on the KRX Korea Exchange. The underlying value of WWASA is determined on the basis of estimates by various equity analysts in February 2016.

The demerger is proposed to be implemented by way of reducing the share capital of WWASA by reducing the nominal value of the shares. The size of the share capital reduction in WWASA shall reflect how the net values are divided between the companies. The shareholders of WWASA will receive shares in Treasure by way of increasing the share capital in this company as demerger consideration. Prior to the capital increase WWASA's current shareholding in Treasure ASA will be redeemed, so that the shareholders of WWASA will become shareholders of Treasure ASA in the same ratio as they own shares in WWASA when the demerger becomes effective. After the completion of the demerger Treasure ASA will be a subsidiary of Wilh. Wilhelmsen Holding ASA in line with WWASA.

The consummation of the demerger is subject to the satisfaction of a number of conditions, including that the demerger plan and related resolutions are approved with the required majority at the general meetings of WWASA and Treasure ASA respectively, that legislation does not prevent registration of the Demerger and the parties obtain permissions/consents from public authorities, contract parties and third parties which are required in order to carry out the Demerger, that no decision has been made by the Oslo Stock Exchange which would prevent the continued listing of WWASA, a resolution has been made by the Oslo Stock Exchange for the listing of Treasure ASA on the Oslo Stock Exchange, or on another regulated market, that the creditor notice period has expired for both parties and the relation to any creditors which have submitted objections have been clarified.

The extraordinary general meetings of WWASA and Treasure ASA will be held on or about 20 April 2016, and the demerger is expected to enter into force following expiry of the creditor notice period, in the first half of June 2016.

#### **Governance and management, employees:**

The current board of directors and the management of WWASA will not be affected by the demerger. The demerger will not have any implications for the employees of WWASA.

Treasure ASA currently has an interim board of directors and the new board of directors and the management of Treasure ASA will be announced closer to the date of listing of Treasure ASA. Treasure ASA does not have any employees.

#### **About Treasure ASA:**

Treasure ASA is a newly incorporated public limited liability company. Treasure ASA will upon the completion of the demerger be the owner of a 12.04% investment in Hyundai Glovis through Den Norske Amerikalinje AS. Treasure ASA will apply for listing on the Oslo Stock Exchange with effect from the completion of the demerger.

Set out below are key figures from Wilh. Wilhelmsen ASA's balance sheet and income statement related to the investment in Hyundai Glovis. This investment is treated as an associate in accordance with IFRS and is accounted for by the equity method. WWASA's shares in Den Norske Amerikalinje AS will be transferred to Treasure ASA by the demerger, and Treasure ASA will then own the Glovis investment through Den Norske Amerikalinje AS.

USD million	2015	2014
<b>Share of profit from associates</b>		
Hyundai Glovis Co Ltd	36	66
<b>Book value of material associates</b>		
Hyundai Glovis Co Ltd	337	322
<b>Specification of share of equity and profit/(loss):</b>		
Share of equity 01.01	322	263
Share of profit for the year	36	66
Sale of share in Hyundai Glovis Co Ltd	(13)	
Dividend to shareholders	(9)	(7)
<b>Share of equity 31.12</b>	<b>337</b>	<b>322</b>

#### **About WWASA:**

Wilh. Wilhelmsen ASA is through its operating companies the world leading operator within the rolling cargo segment. It is the only listed company in its niche, and offers global car and ro-ro customers sea transportation and integrated logistics solutions from factory to dealer.