



The role of M&A in sustainable port investments in West-Africa

Intermodal Africa 2021, Marriott Hotel Accra



Table of Contents

1. Introduction to MTBS M&A

2. Sustainable investments in ports

3. M&A in West-African ports from various perspectives

- Director M&A of MTBS since March 2019
- Former director M&A of APM Terminals (global)
- Former M&A adviser EY Netherlands
- Working on variety of port transactions (buy-side, sell-side, concessions where private parties invest, JV's, etc.)
- Now working on 2 transactions in West-Africa.



Theo Dersigni

Mobile +31 6 10 64 19 00

Theo.Dersigni@mtbs.nl

1. MTBS: Maritime & Transport Business Solutions

Three focus areas, all specialised in the Port Sector

MTBS
Overview

MTBS M&A
Services

Track Record in
West-Africa

**Port Finance
International**

an MTBS company

mtbs

mtbs

M&A

Training and Summits

Financial & Strategy

Mergers & Acquisitions

1. MTBS: Maritime & Transport Business Solutions

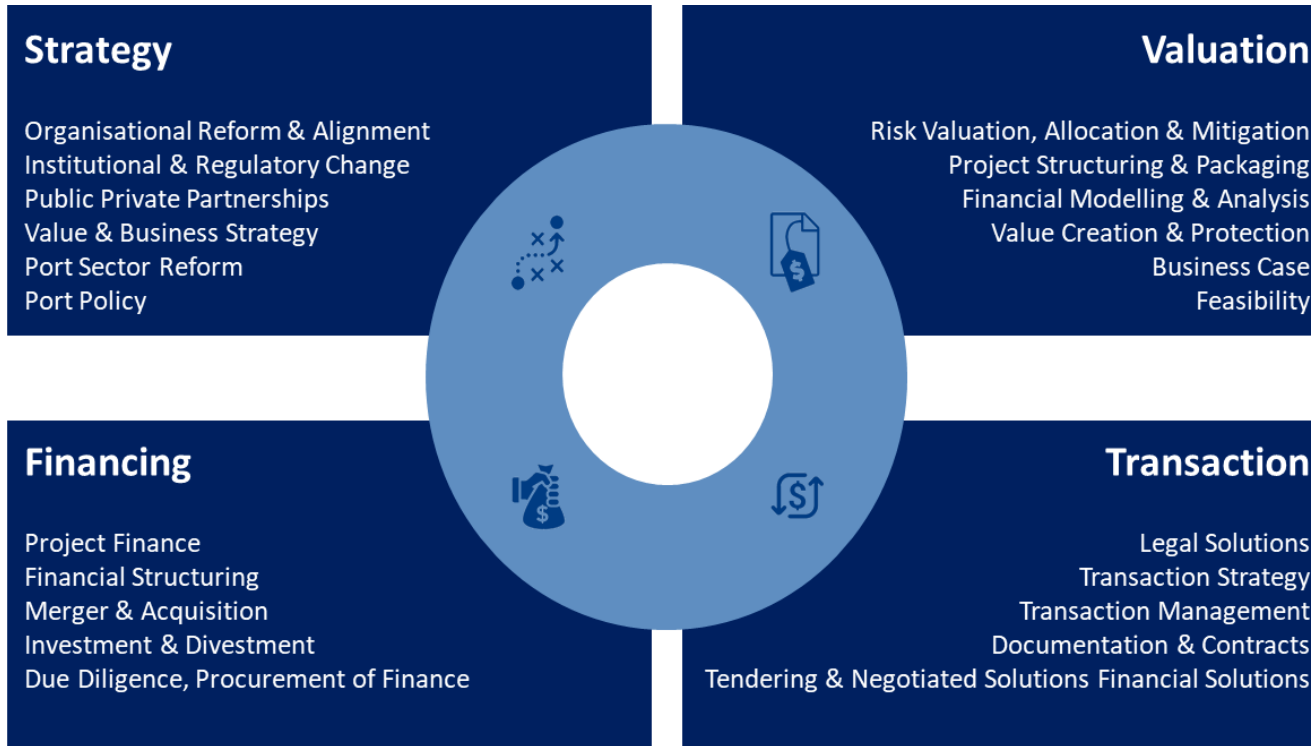
Our Mission: Unlocking Value in the Maritime & Transport Industry

**MTBS
Overview**

MTBS M&A
Services

Clients & Track
Record

On the interface of land and water, positioned between public and private interests, ports are the most strategic nodes in global transport network. Therefore, MTBS believes that ports offer a unique value proposition. It is the mission of MTBS to unlock and protect this value by offering its clients entrepreneurial business solutions and creating the quality profits they seek.



Guiding Principles

- Industry Best Practice**
 - Knowledge leadership
 - State-of-the-art techniques
 - Vast international experience
- Creation of Value**
 - Create & protect value
 - Quality profits
 - Entrepreneurial business solutions
- Ease of Implementation**
 - Realization driven
 - Focus on client context
 - Implementable project deliverables



Training & Summits



Financial & Strategy



Mergers & Acquisitions

1. MTBS M&A: Services

MTBS M&A provides lead advisory services to investors in the port sector based on broad experience

MTBS
Overview

MTBS M&A
Services

Clients & Track
Record

Lead Advisory Services

Advice on M&A strategy

Meticulous identification and
evaluation of targets

Comprehensive due diligence

Financial modelling & Valuation

Strong project management

Sound deal structuring

Strong negotiation support &
meticulous deal documentation

Professionalism

Clear view on strategic value

Clarity on timing

Employing smart negotiation
tactics

Independent perspective
on deal terms

Continuous communication with
all relevant stakeholders

Efficient closing of transactions

Experience

Senior staff engagement
throughout entire transaction

In-depth expertise of ports sector
and strong industry network

Performed > 300 projects in
international ports sector

Professional backgrounds in
investment banking & GTO M&A

Ability to lead any type of
transaction for our Clients

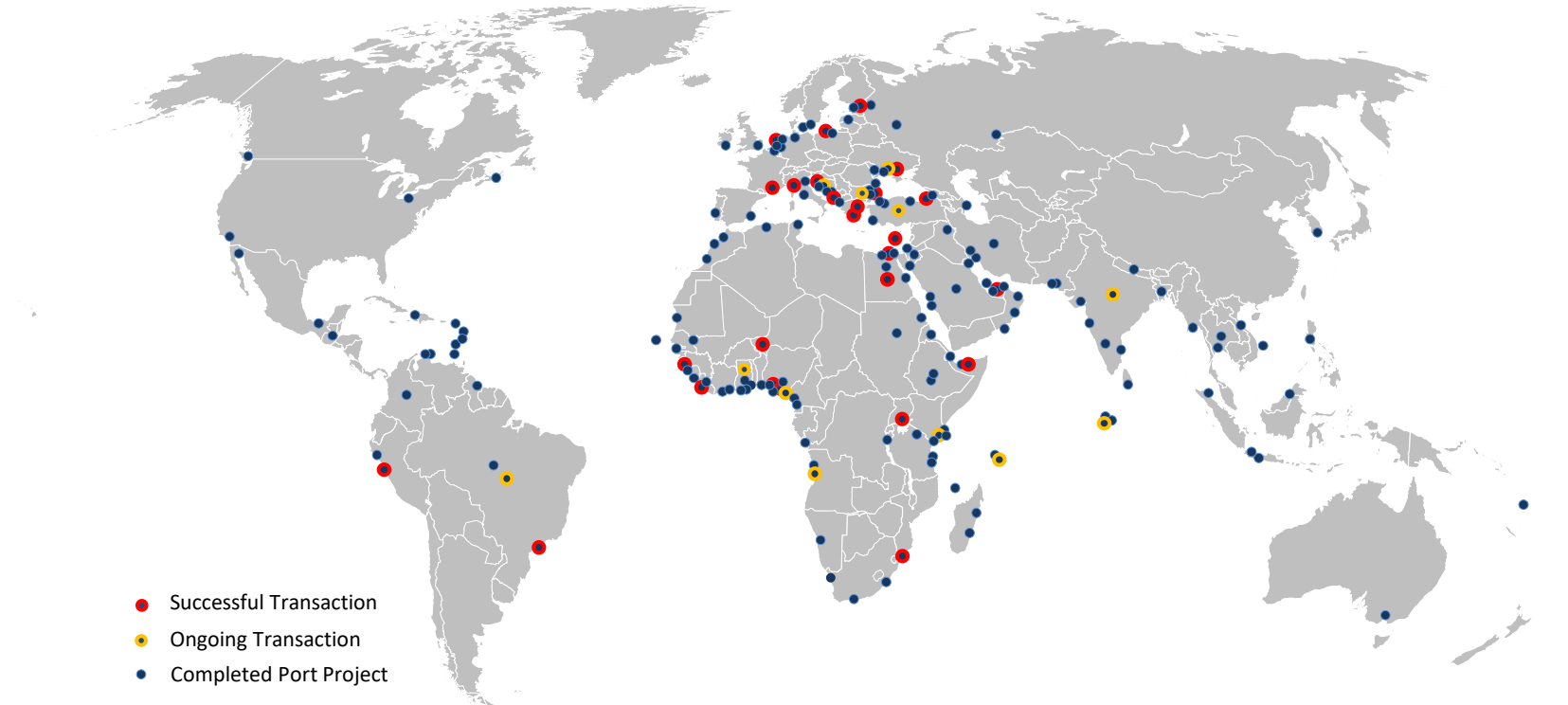
1. MTBS Track Record - Global

MTBS Track Record and Extensive Global Experience

MTBS
Overview

MTBS M&A
Services

Track Record



Significant Portfolio Size - 50 Port Projects per Year - Diversified Portfolio Background

Broad Client Base - Strong Home Market - International Focus

For more information please visit <https://www.mtbs.nl/projects>

1. MTBS Track Record - West Africa

As a port specialist, MTBS has an extensive track record in West Africa, covering port projects from master planning to transaction advisory.

Due to its extensive track record, MTBS is uniquely positioned to assist its clients in a wide variety of port projects in West Africa

1. **Gambia**, Transaction Advice Gambia River Transport (2021)
2. **Ivory Coast**, Port of Abidjan Cereals Terminal Market Study (2021)
3. **Nigeria**, Market Assessment Container Terminal Lagos (2021)
4. **Nigeria**, Badagry Full Business Case Preparation (2021)
5. **Nigeria**, Transaction Advice Inland Dry Port in Ibadan (2021)
6. **Ghana**, Financial Review and Modelling Update for GPHA (2020)
7. **Ivory Coast**, Port of Abidjan Masterplan Traffic Forecast (2020)
8. **Nigeria**, Business Case Study for an Offshore Supply Base in Nigeria (2020)
9. **Nigeria**, Commercial Opportunity Study Snake Island Integrated Free Zone in Lagos (2019)
10. **Ghana**, Takoradi Port PPP Feasibility & Transactions (2018)
11. **Gambia**, Assessment of Private Sector Participation in the Port of Banjul (2018)
12. **Gambia**, Feasibility Study for the Delivery of Two Fishery Inspection Vessels (2018)
13. **Nigeria**, Initial Due Diligence Business Case Integrated Oil and Gas Hub Lagos (2018)
14. **Liberia**, Feasibility Study for a Dry Port near the Border between Liberia and Guinea (2017)
15. **Ghana**, Viability Assessment Boankra Inland Port (2017)
16. **Benin**, Three Days Workshop on PPP in Cotonou-Benin (2017)
17. **Ghana**, Development of the Corporate Financial Model of the Ghana Ports & Harbours Authority (2016)
18. **Ghana**, Market Study for Eastern Railway Line (2016)
19. **Ivory Coast**, Tariff Study Port of San Pedro (2016)
20. **Nigeria**, Market Due Diligence Port of Lekki (2016)
21. **Benin**, Update of the Masterplan for the Port of Cotonou (2016)
22. **Guinea**, Bid Preparation Multipurpose Terminal West Africa (2015)
23. **Sierra Leone**, Deep Sea Port & Associated Rail Infrastructure Pre-Feasibility Study (2015)
24. **Guinea**, Feasibility Study and Due Diligence for an Investor in the Port of Conakry (2014)
25. **Nigeria**, Transaction Advisor Ibom Deep-Seaport and Free Trade Zone (2014)

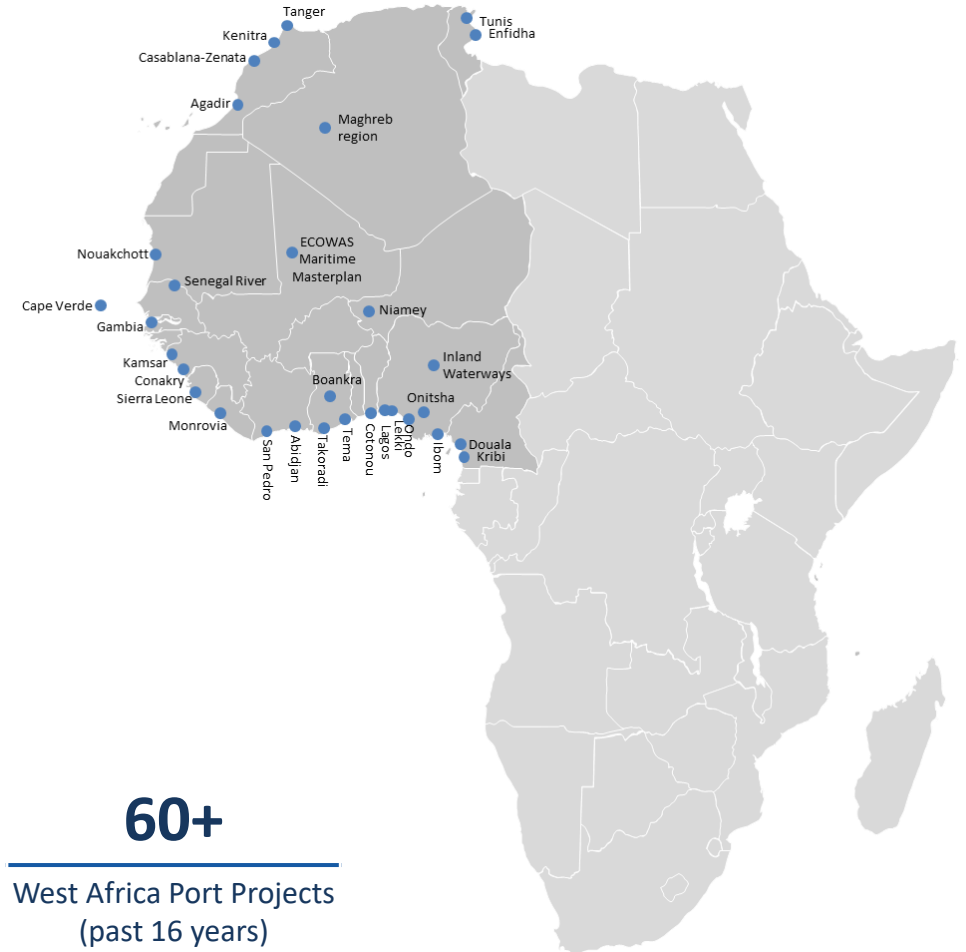




Table of Contents

1. Introduction to MTBS M&A
- 2. Sustainable investments in West-African ports**
3. M&A in West-African ports from various perspectives

2. Sustainable investments in ports

Financial sustainability is an important part of overall sustainability

What are sustainable investments?

In general, sustainable investments are investments that:

- generate positive societal impact;
- do not generate negative environmental impact; and
- generate long-term competitive financial returns

What does this mean for port investments in West-Africa?

Investments generate positive societal impact if they:

- Improve the competitive position of local importers and exporters;
- Improve the efficiency of existing infrastructure (increased utilization is often the most sustainable development)
- Benefit local parties or local partners;
- Enable the government to better manage their ports (usually as landlord to private parties).

Investments generate long-term competitive financial returns (for all parties) if they:

- Are based on a sound and realistic business case;
- Include a sound and realistic split of investments and proceeds between all stakeholders involved;
- Involve local participation with a sound basis for long-term cooperation.

2. Sustainable investments in ports

West-Africa has many opportunities to invest in sustainable development, in ports and in hinterland connections

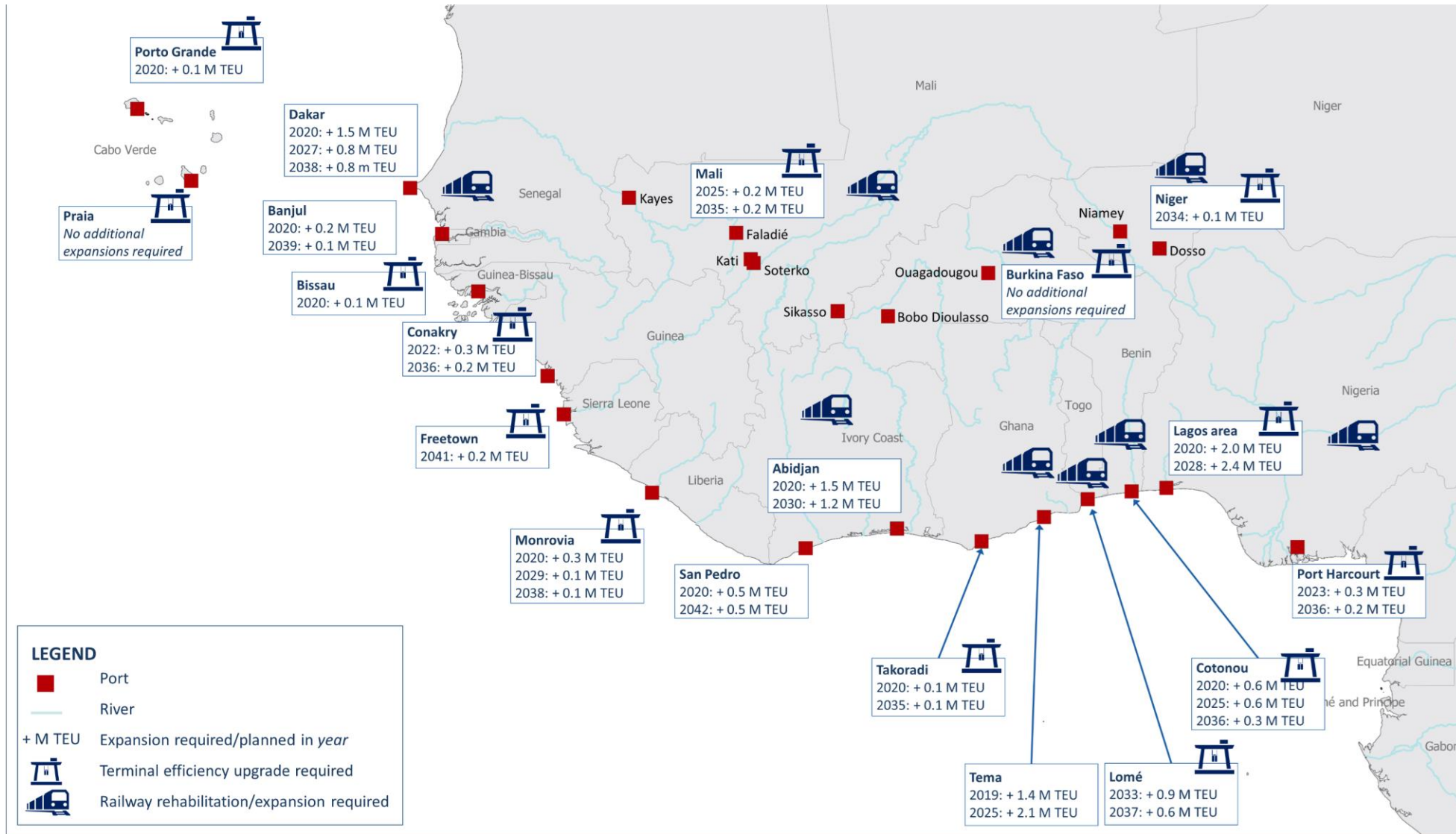


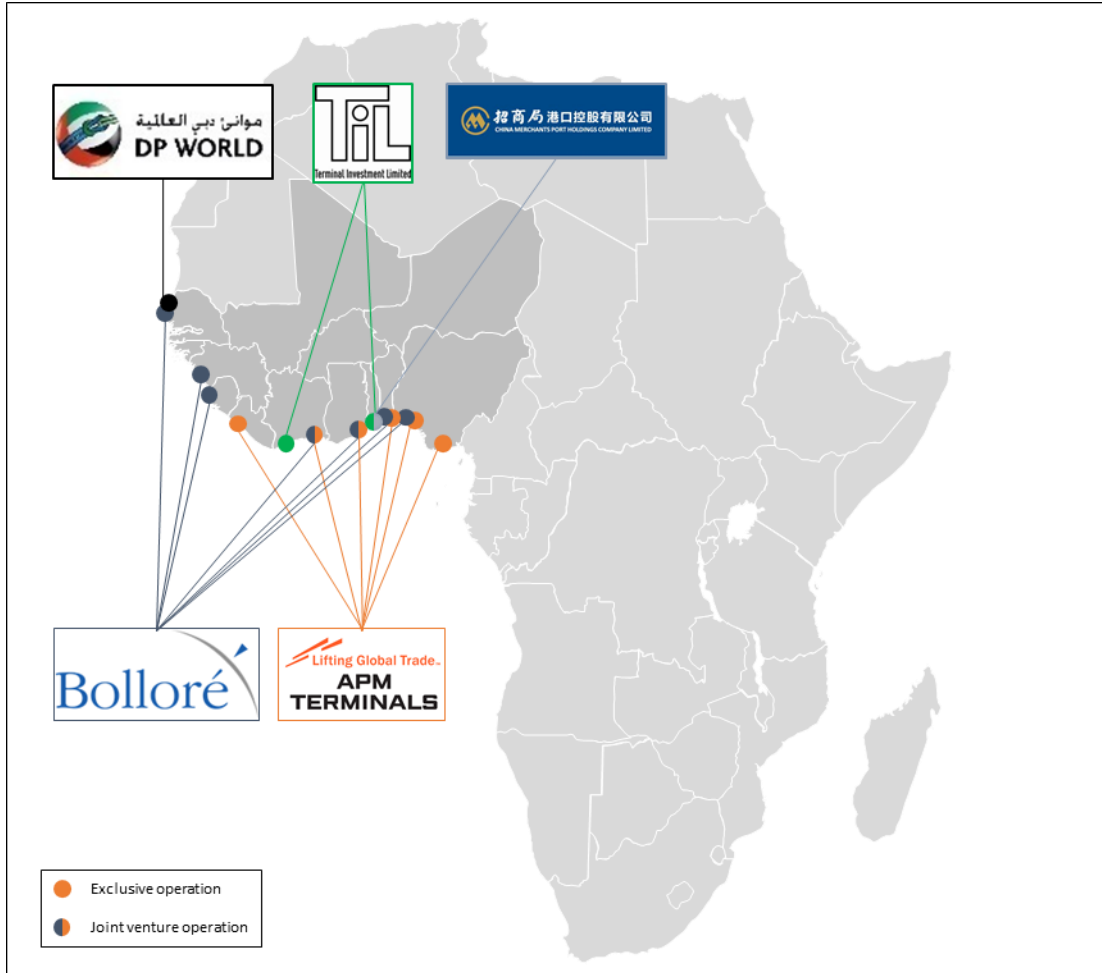


Table of Contents

1. Introduction to MTBS M&A
2. Sustainable investments in West-African ports
- 3. M&A in West-African ports from various perspectives**

2. M&A in West-African ports from various perspectives

Various private operators already have a large presence in West-Africa



General

- The parties mentioned control 70% of container capacity in WA;
- Now international investors are looking at M&A opportunities to gain access to West-Africa and strengthen their presence.

Private investor perspective:

- Start operations or buy into existing projects based on a positive business case;
- Create certainty as to the level of new competition.

Port Authority Perspective:

- Develop new projects based on sharing profits and investments, local participation, and efficient tender procedures;
- Hinterland development (with sharing of needed investments) to ensure continuous port competitiveness;
- Ensure financially rewarding concession agreements allowing recovery of port and hinterland infrastructure investments.

Local parties Perspective:

- Ensure competitiveness of ports;
- Efficient hinterland connections;
- Ability to partner with international operators.

3. General M&A process for any port investment

MTBS M&A Buy-Side Approach

Four-phased approach to buy-side advisory mandates:



Phase 1: Identification & Prioritisation

- Scan of WA region, countries, ports and individual companies to identify the most suitable targets



Phase 2: Initial Due Diligence

- High-level analyses to determine if the asset is sufficiently attractive to start a formal bidding process (either towards a private seller or as participation in a tender process).



Phase 3: Detailed Due Diligence

- Detailed due diligence on the terminal target and valuation to determine valuation



Phase 4: Negotiations Assistance

- Negotiation support and assistance with submitting (Non-) Binding Offer, drafting SPA/SHA, contractual close

MTBS M&A

Address

Wijnhaven 3^e
P.O. Box 601
3011 WG Rotterdam
The Netherlands



Theo Dersigni

Mobile +31 6 10 64 19 00

Theo.Dersigni@mtbs.nl

Telephone

+31 (0)10 286 59 40

Website

<https://www.mtbs.nl/>

