

# Institutional Presentation

December 2017

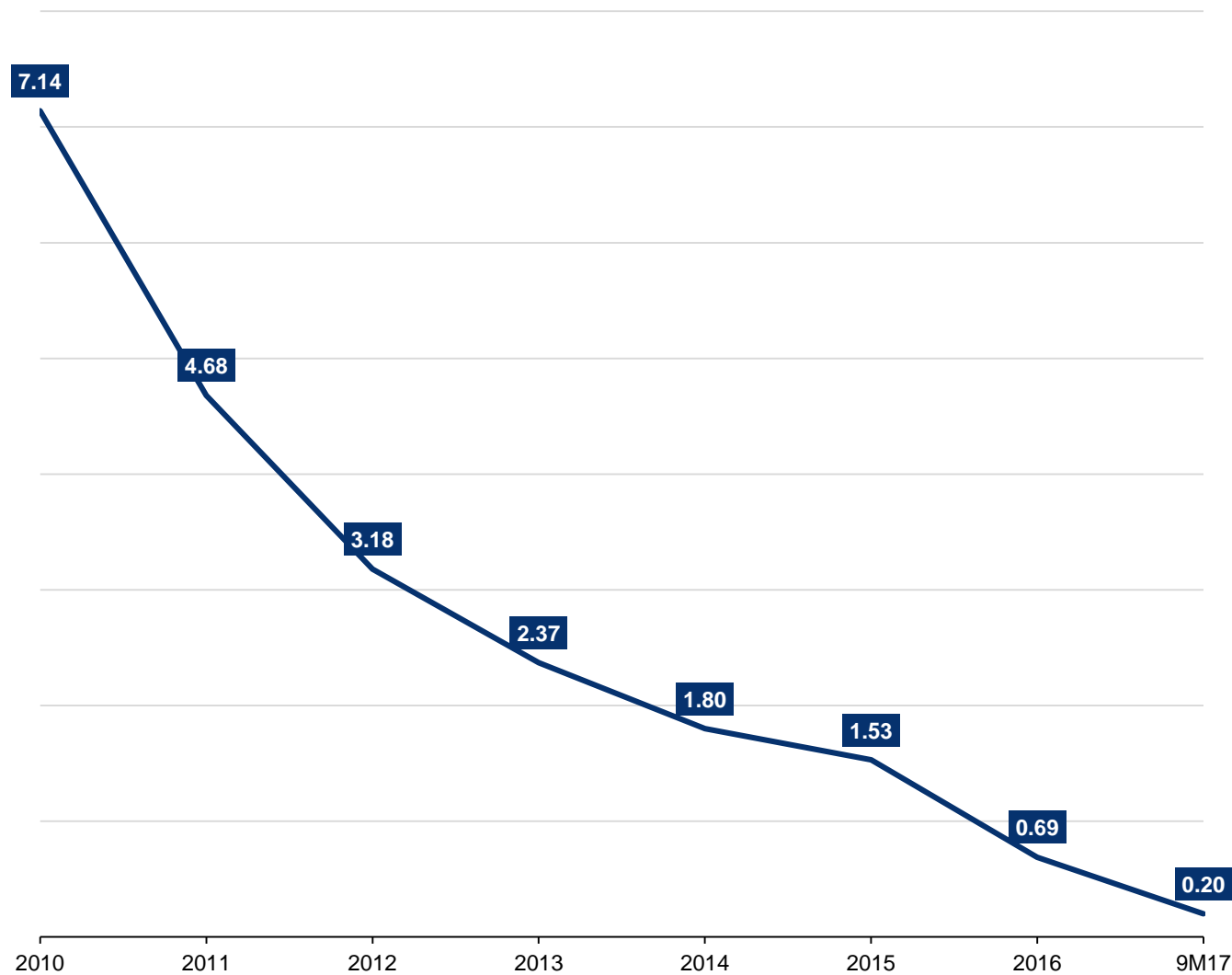


This presentation contains statements that may constitute “forward-looking statements”, based on current opinions, expectations and projections about future events. Such statements are also based on assumptions and analysis made by Wilson Sons and are subject to market conditions which are beyond the Company’s control.

Important factors which may lead to significant differences between real results and these forward-looking statements are: national and international economic conditions; technology; financial market conditions; uncertainties regarding results in the Company’s future operations, its plans, objectives, expectations, intentions; and other factors described in the section entitled “Risk Factors”, available in the Company’s Prospectus, filed with the Brazilian Securities and Exchange Commission (CVM).

The Company’s operating and financial results, as presented on the following slides, were prepared in conformity with International Financial Reporting Standards (IFRS), except as otherwise expressly indicated. An independent auditors’ review report is an integral part of the Company’s condensed consolidated financial statements.

WS Group Lost Time Injury Frequency Rate (LTIFR): 2010-9M17



Reduction of  
**96%**  
in the Lost Time Injury  
Frequency Rate (LTIFR)

FROM  
**7.14**  
in 2010

TO  
**0.50**  
in 2022

**0.20**  
in 9M17

Already  
below the  
2022 target

**4 DuPont HSE  
Awards**

**DU PONT**

2012 2013 2014 2015



**1837** Wilson, Sons & Company was founded in Salvador (BA) providing shipping agency services and trading coal internationally.



**1938** Inauguration of the largest covered warehouse in Latin America, in São Cristóvão (RJ).

**1958**

Walter Salomon saw the opportunity to invest in the Brazilian business and engineered a share swap whereby shareholders of Ocean Wilsons Holdings Ltd receiving non-voting shares in then called Scottish and Mercantile Investment Trust which is today Hansa Trust PLC.

**1964**

Change of Company name from Rio de Janeiro Lighterage Company (subsidiary of WS Co, Ltd) to Companhia de Saveiros do Rio de Janeiro.

**1966**

Acquisition of Camuyrano Serviços Marítimos which doubles the size and importance of the fleet. Saveiros and Camuyrano begin to operate as associated companies.

**1936**

Acquisition of Rio de Janeiro Lighterage Company, reinforcing Wilson Sons' towage operations.



**1973** Acquisition of Guarujá I shipyard, bolstering the Group's shipbuilding activities.



**1999** Foundation of Brasco, an offshore logistics company.

**2000** Acquisition of the Salvador Container Terminal through public auction.



**1997** Port terminal operations begin with the successful bid which privatized the container terminal of Rio Grande – Tecon Rio Grande.



**2003** Offshore operations begin with the launch of first Platform Supply Vessel (PSV) – Albatroz – built by Wilson Sons Shipyards.

**2008**

Construction of the Third Berth in Tecon Rio Grande, resulting in Brazil's largest container terminal in retro-area.

**2007**

Wilson Sons becomes a publicly listed company, with shares traded on BM&FBovespa in the form of BDRs.



**2010**

Acquisition of the remaining 25% of Brasco, bringing Wilson Sons control to 100% of the asset.



**2012** Expansion of Tecon Salvador almost doubling the terminal's capacity. Wilson Sons celebrates 175 years since the Company foundation and Tecon Rio Grande celebrates 15 years in operation for the Company.



**2013**

Conclusion of the Guarujá II shipyard increasing the Company's naval construction capacity from 4,500 tons to 10,000 tons of steel per year. Through the Brasco Logística Offshore Ltda, Wilson Sons concludes the acquisition of the total share capital of Bric Brazilian Intermodal Complex S/A ("Briclog"), base for the support of the offshore oil and gas industry.

**2014**

Commencement of towage operations in the Amazonian state of Pará, with seven tugs attending the port of Belém, as well as the Vila do Conde terminal in Barcarena and Trombetas in Oriximiná.

**2015**

Wilson Sons container terminals achieved a record 1,035 million TEU in 2015 increasing 6.2% over 2014 with exports, cabotage and transshipment all increasing.

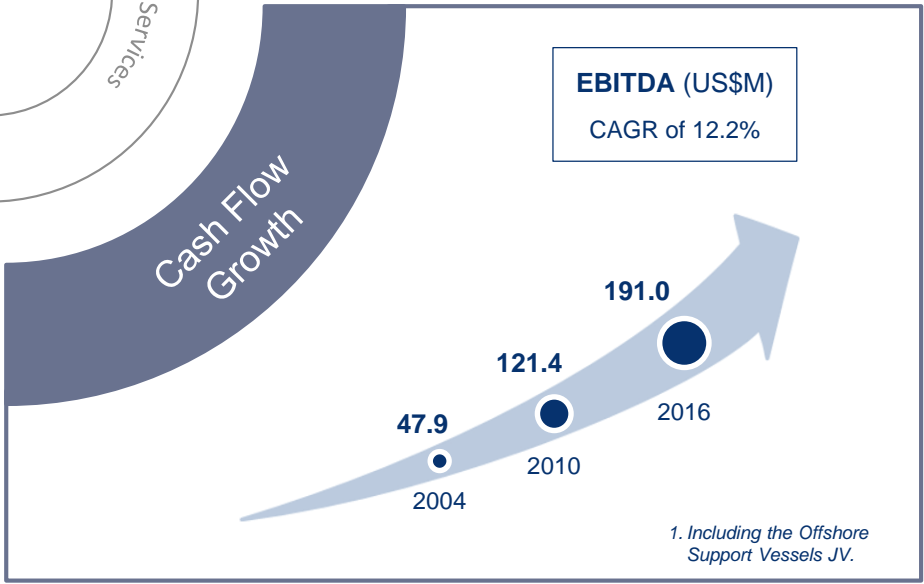
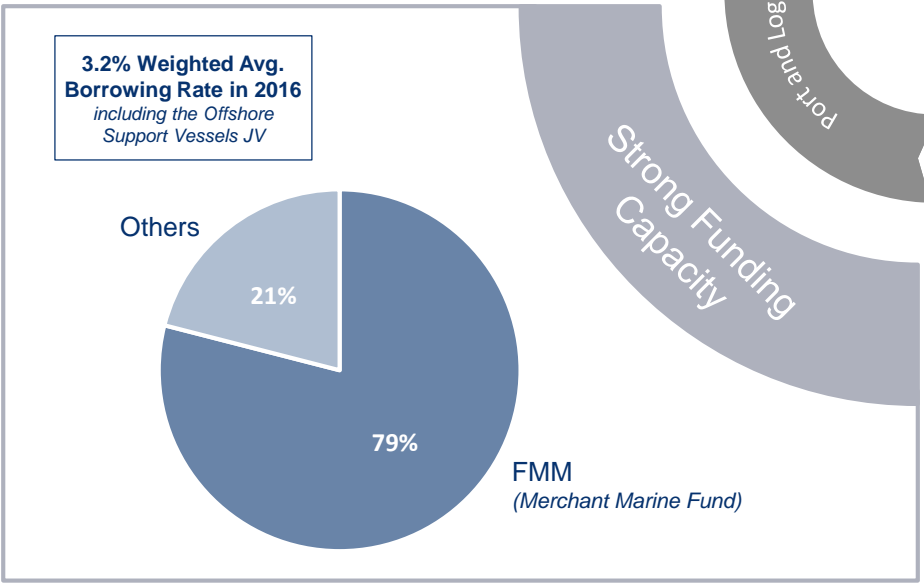
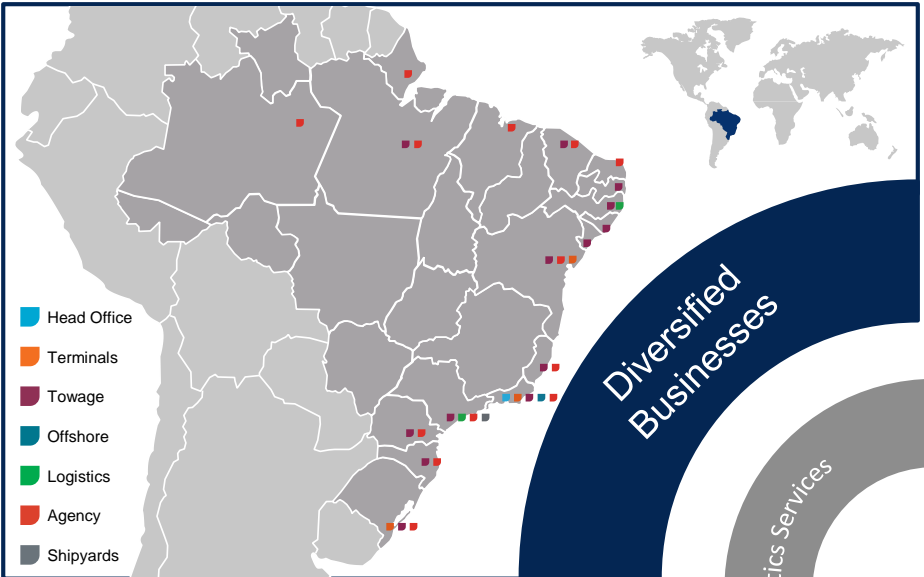


**2016** Renewal of the Container Terminal concession in Salvador, acquisition of 6 tugboats from Vale. Start of operations in Santa Clara Terminal.

**2017**

Productivity record at both container terminals. Tecon Rio Grande achieved 152 MPH, while Salvador reached 90 MPH.

# Wilson Sons at a glance



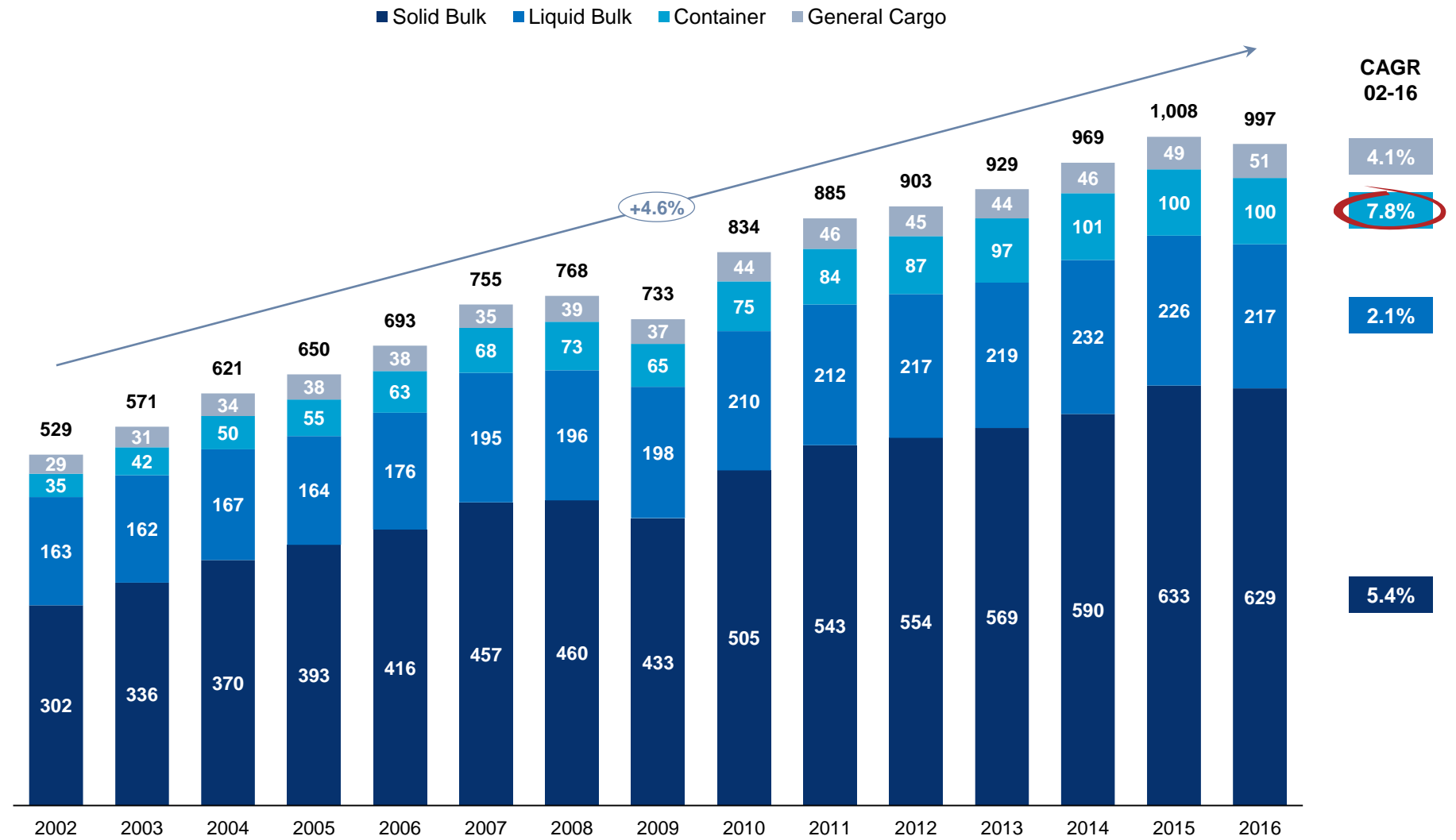
# Trade Flow Drivers

# The Brazilian Trading and Port Activities

Consistent growth in port activities with superior increase of container handling

Total Port Handling Volume (M Tons)

Source: ANTAQ

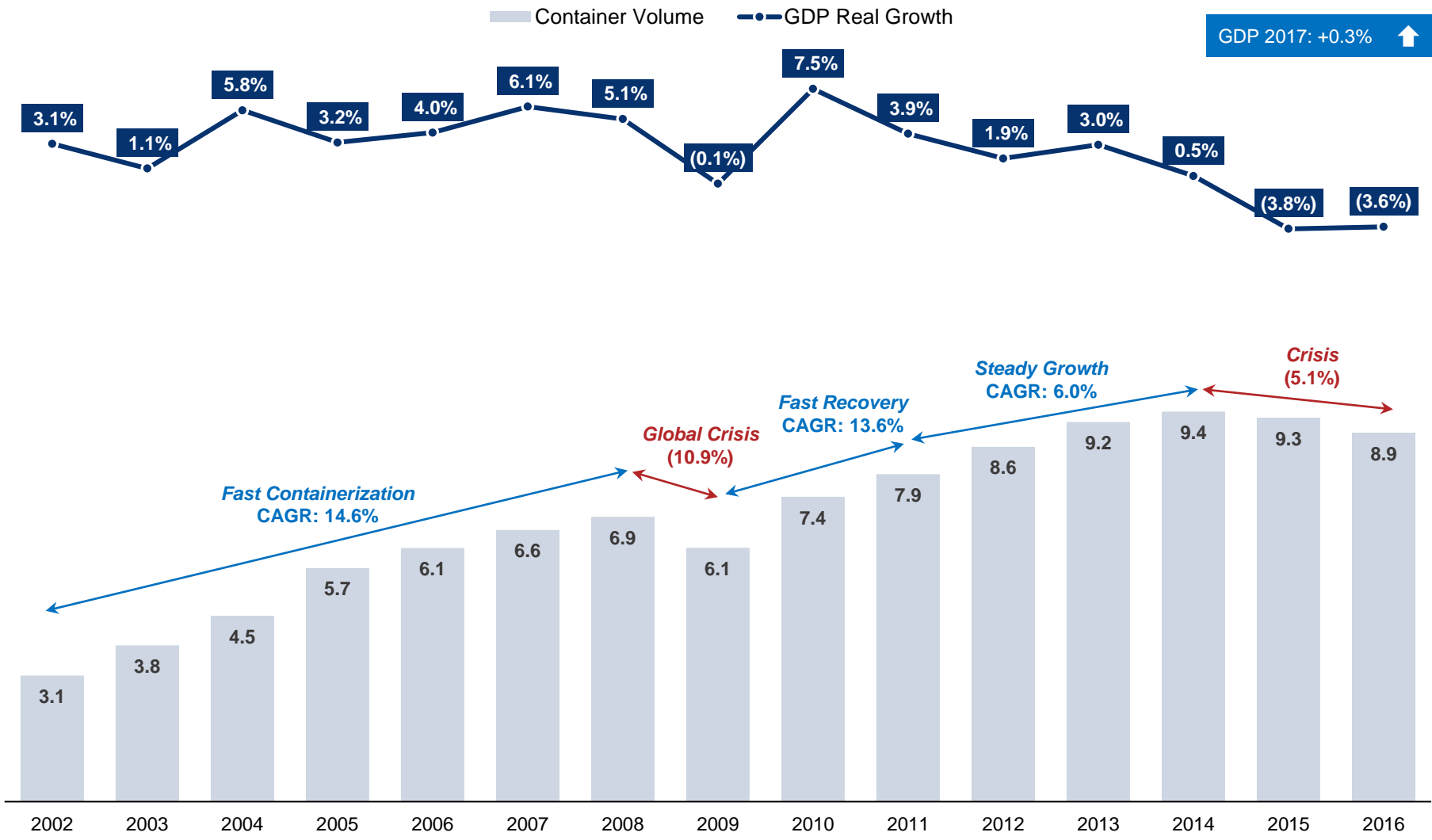


# Brazilian Container Terminal Market

After challenging economic periods, container volume demonstrated rapid growth

Total Container Volume and GDP Growth (M TEU; %)

Source: Datamar; Brazilian Central Bank; IBGE; Bradesco (GDP forecast)



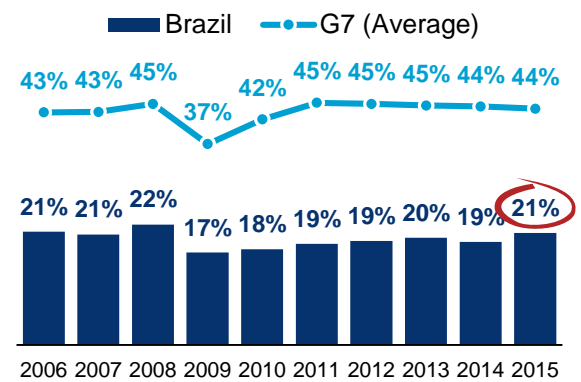


# Brazilian Container Terminal Market

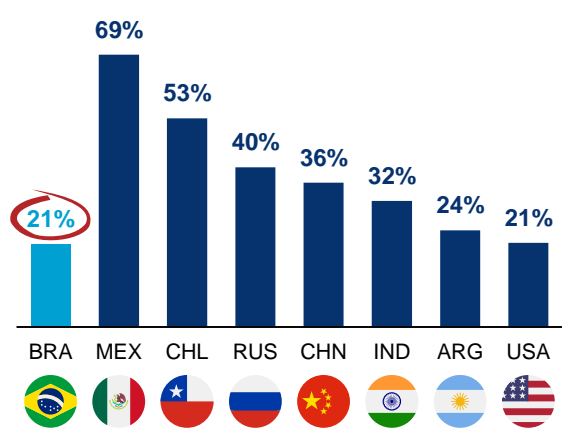
Strong drivers supporting enormous growth potential

## Still Low Relevance of International Trade

**Merchandise Trade** (% of GDP)  
Source: World Bank<sup>(1)</sup>

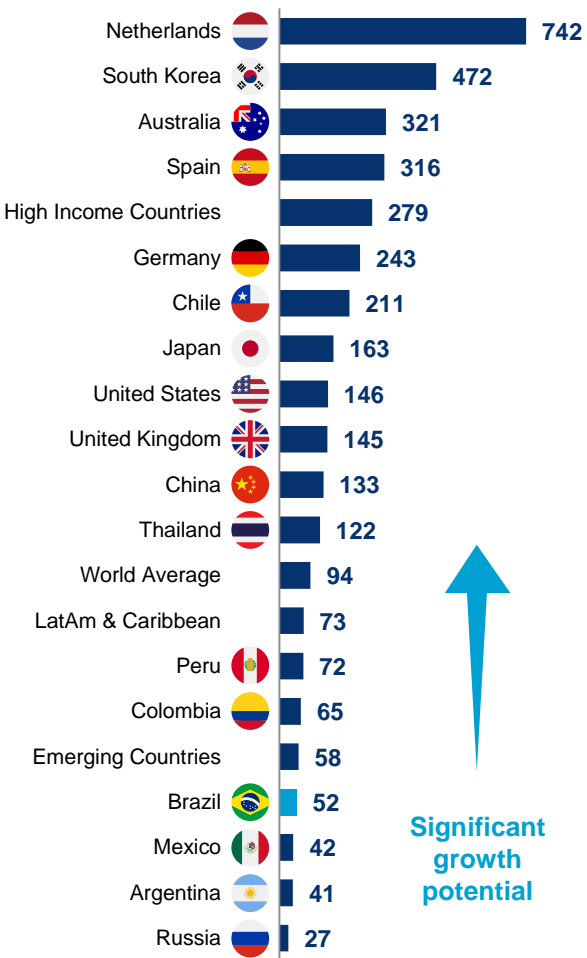


**International Benchmarking**  
(Merchandise Trade, as % of GDP)



## Low Population Density

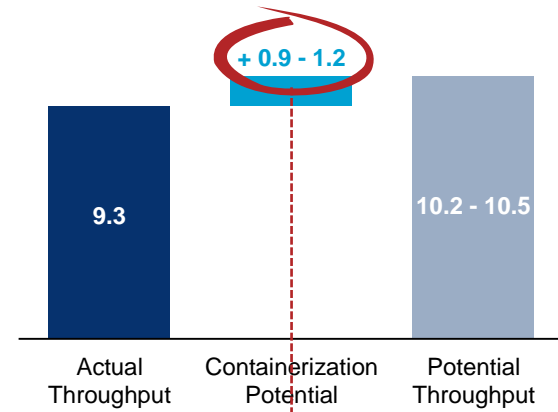
**Container Density** (TEU per '000 people)  
Source: World Bank (as of 2014)



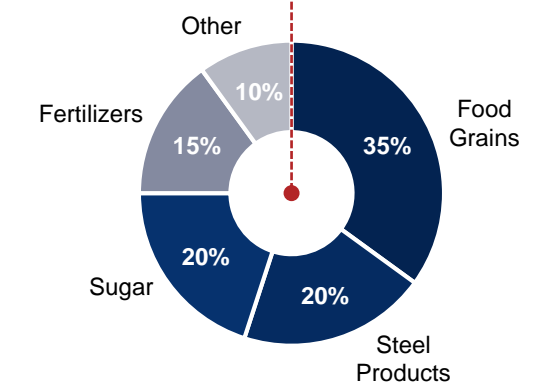
Significant growth potential

## Relevant Containerization Potential

**Containerization Potential** (M TEU)  
Source: ILOS; BNDES; Wilson Sons' analysis (estimated)



**Containerization Potential Breakdown**  
(% of containerization potential)

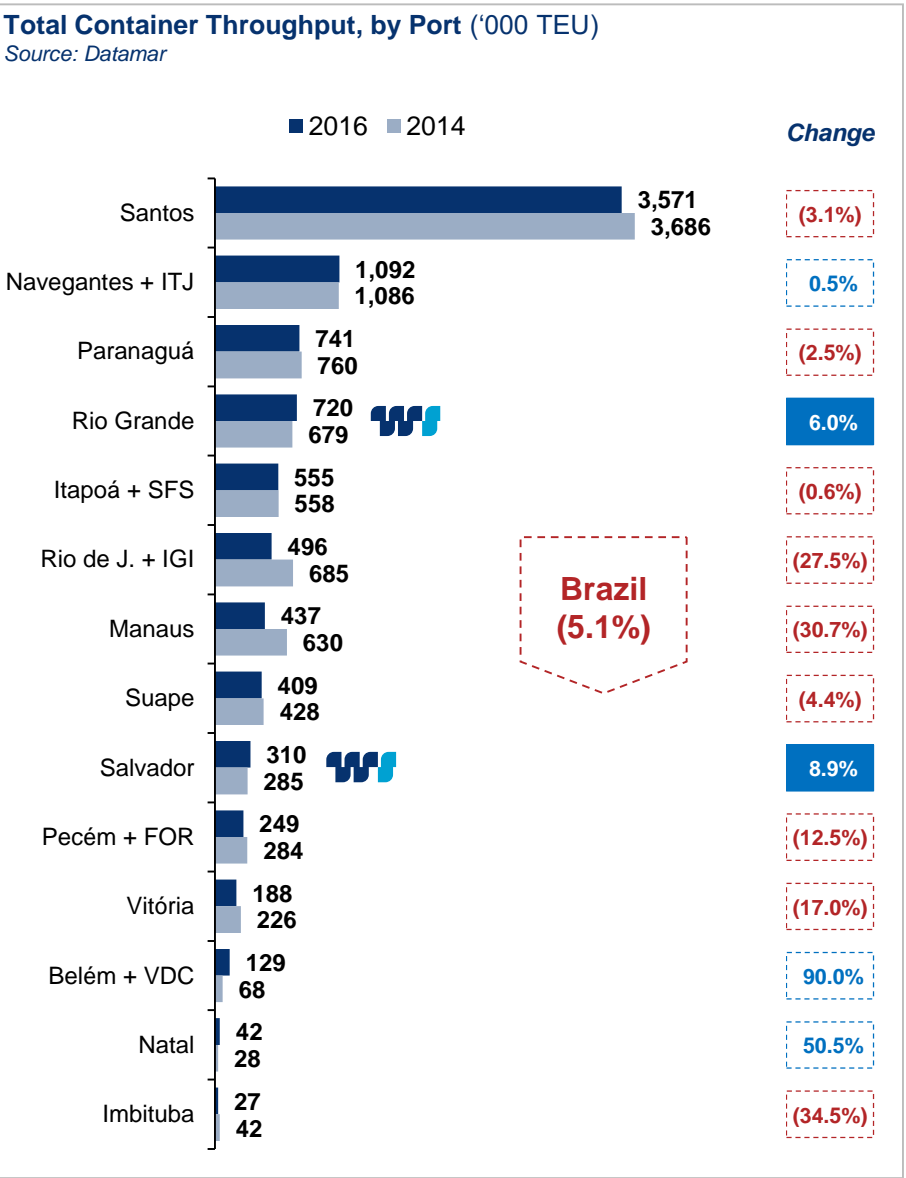


Notes: (1) Data from World Bank as of 2015, except Argentina (2014).

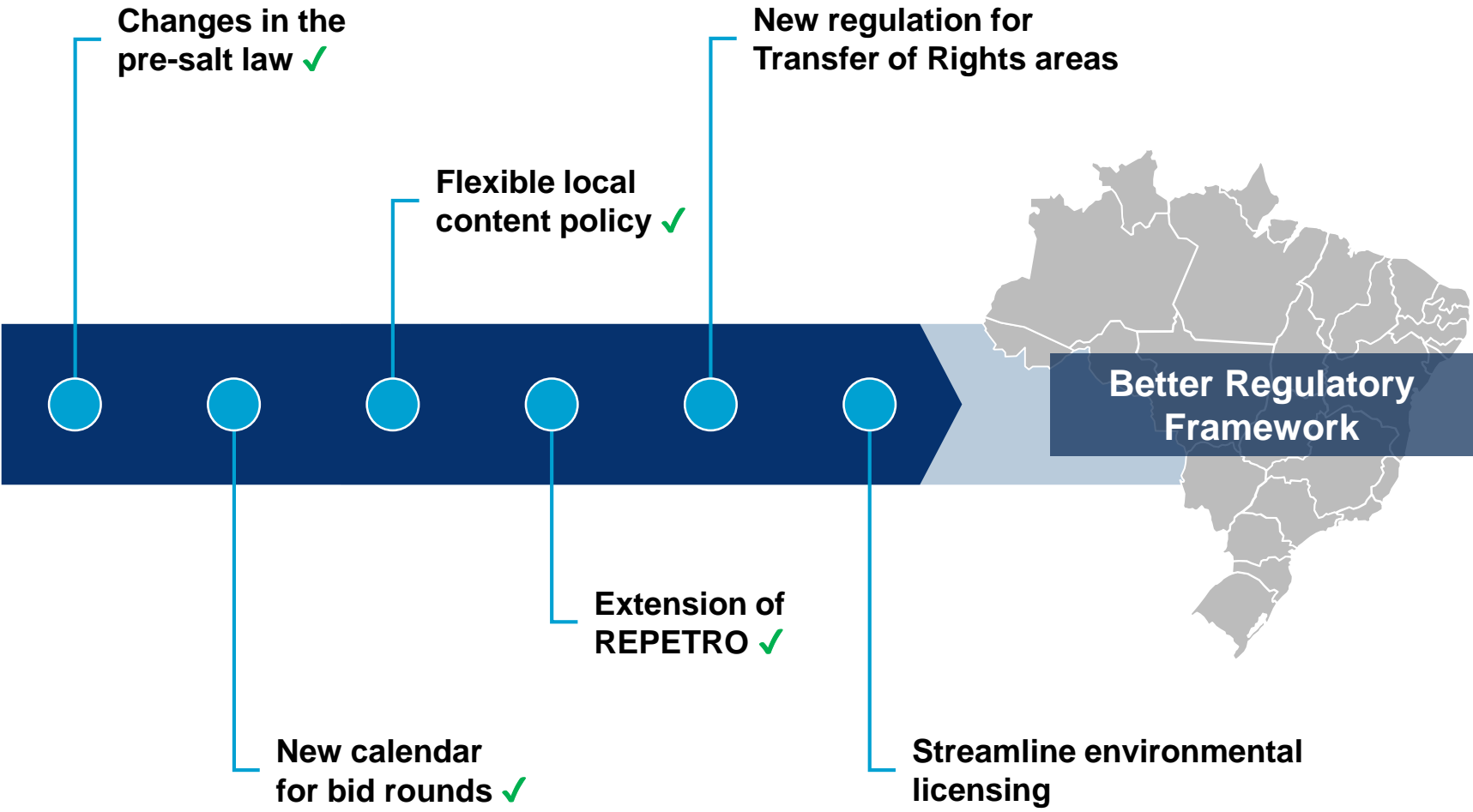
# Major Brazilian Container Ports



as of 2016 <sup>(1)</sup>	North	Northeast	Southeast	South
% of Population	9%	28%	42%	14%
% of GDP	5%	14%	55%	16%
% of Volume (TEU)	6%	11%	48%	35%



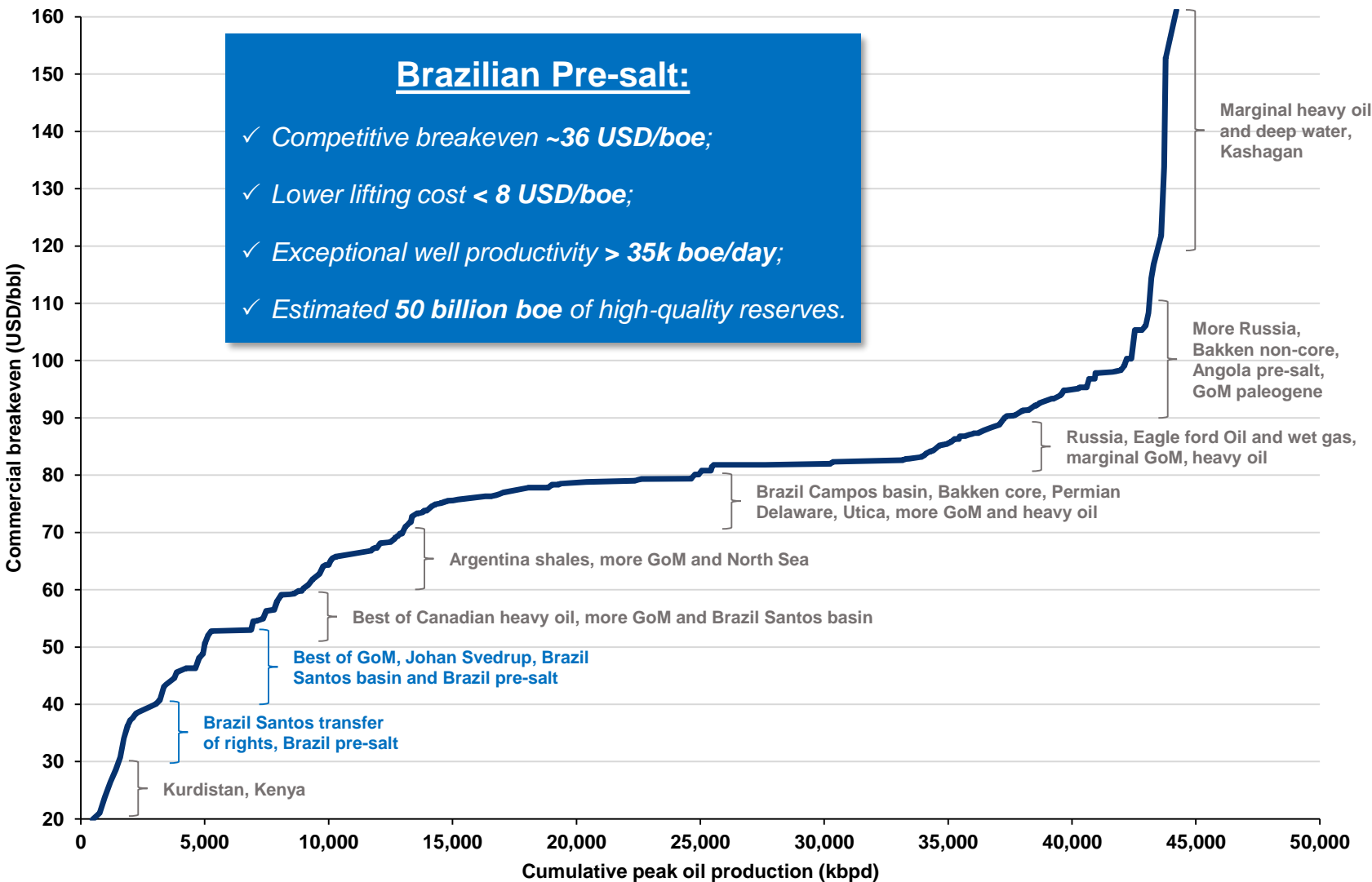
# Oil & Gas Drivers



# Brazilian Reserves: Strong Fundamentals

## Breakeven of non-producing and recently onstream oil assets

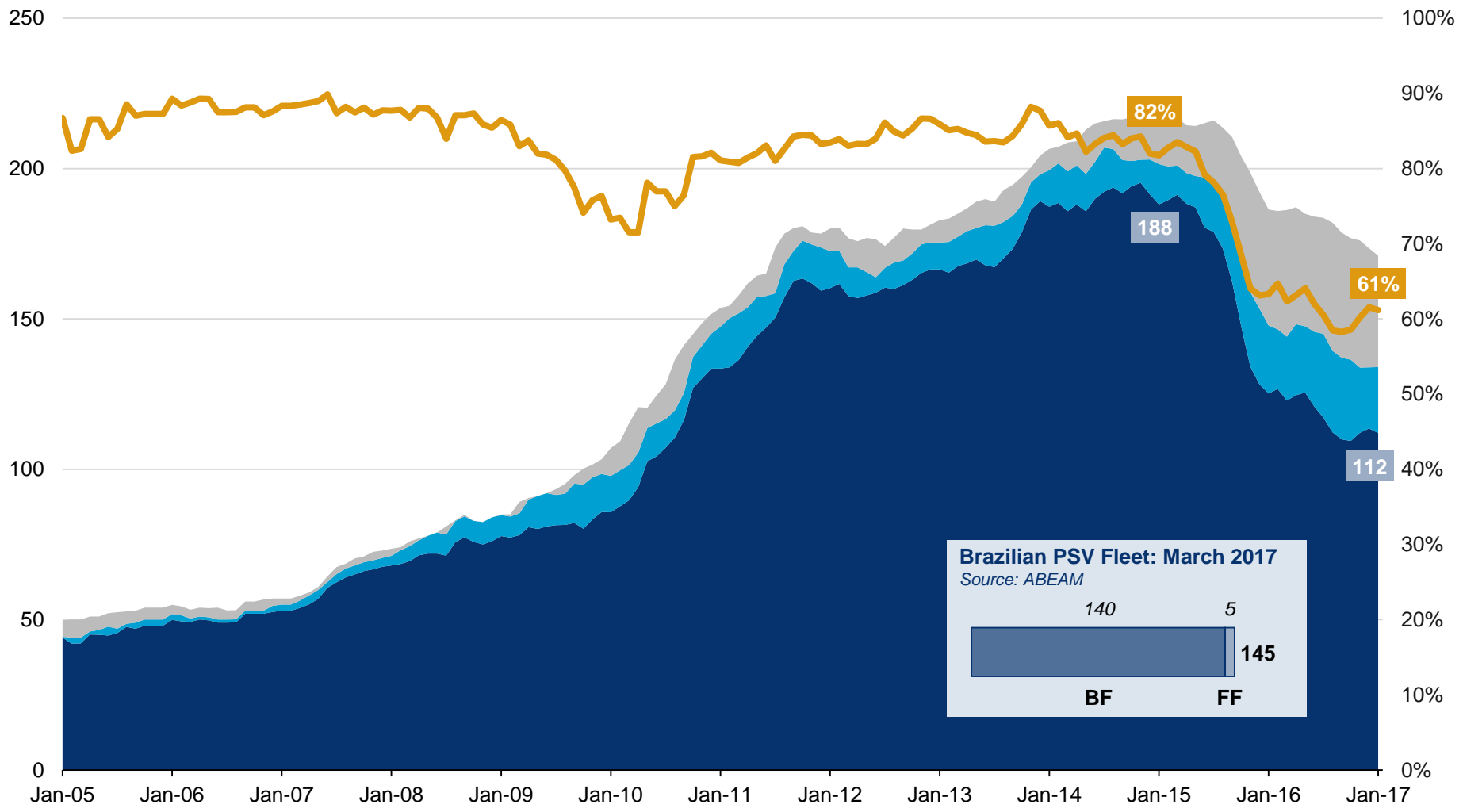
Source: Goldman Sachs; Brazilian Oil, Gas and Biofuels Agency (ANP); Petrobras



PSVs Operating in Brazil: 2005-2017 (units in service, monthly average)

Source: IHS

Working Term   Spot Market   Not Working   Term Utilization (%)



Notes: (1) BF - Brazilian flag; (2) FF - Foreign flag

# Our Business



**US\$148M**

Net Revenues  
(32% of 2016 Revenues)

**1.0M TEU**

Containers Handled  
(2016, Rio Grande + Salvador)

**2.1M TEU**

Total Capacity  
(Rio Grande + Salvador)

## Tecon Rio Grande



**1997**

Start of operations

**2000**

Conclusion of 1st expansion

**2008**

Conclusion of 2nd exp.

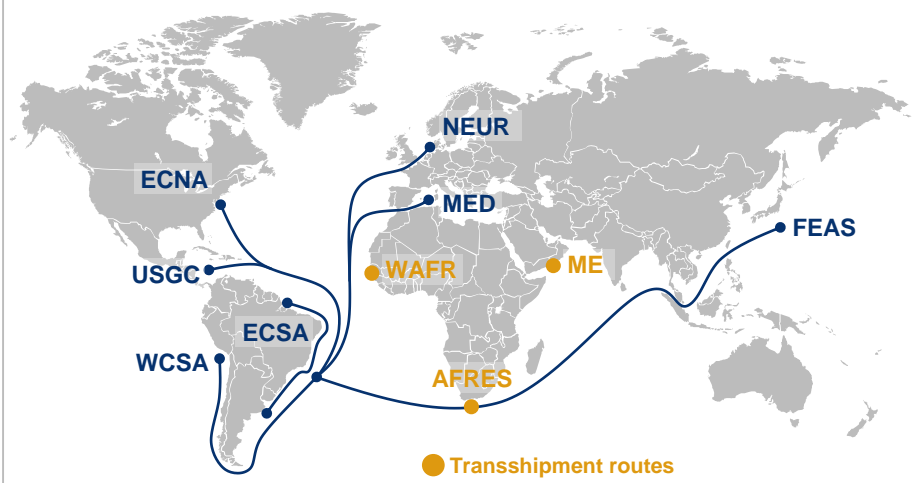
**2016-17**

US\$40M investment  
• 3 STS quay cranes  
• 8 RTG yard cranes



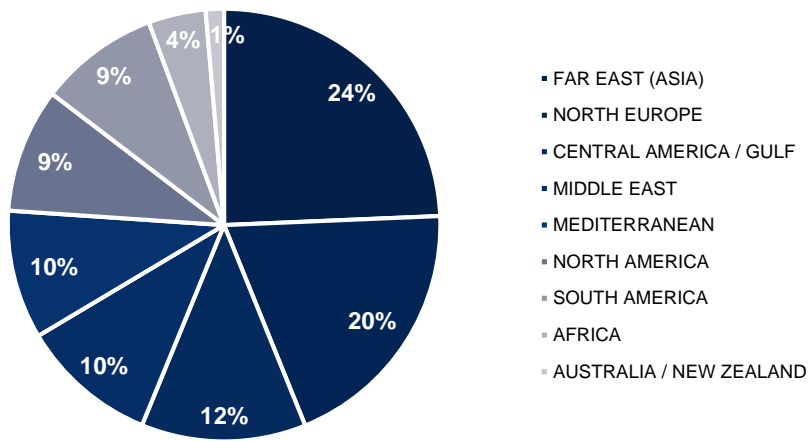
### Regular Shipping Line Services, by Destination

Source: Wilson Sons



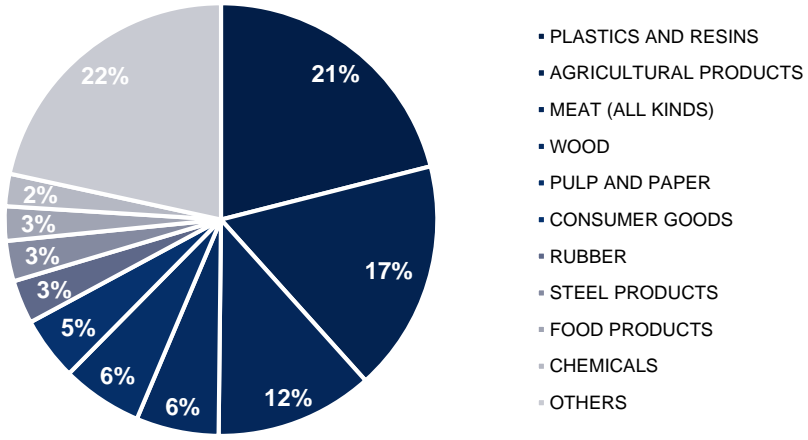
### Container Volume, by Destination: 2016 (% of TEU)

Source: Datamar (long-haul shipping and full containers)



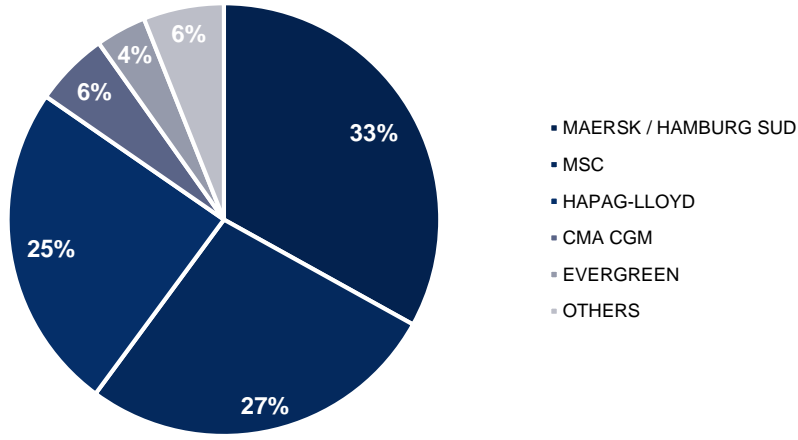
### Container Volume, by Top Cargoes: 2016 (% of TEU)

Source: Datamar (long-haul shipping and full containers)



### Container Volume, by Shipping Line: 2016 (% of TEU)

Source: Datamar (long-haul shipping and full containers)





2017-19

Future expansion site (1st phase)

- US\$110M investment
- 423m quay extension

2012

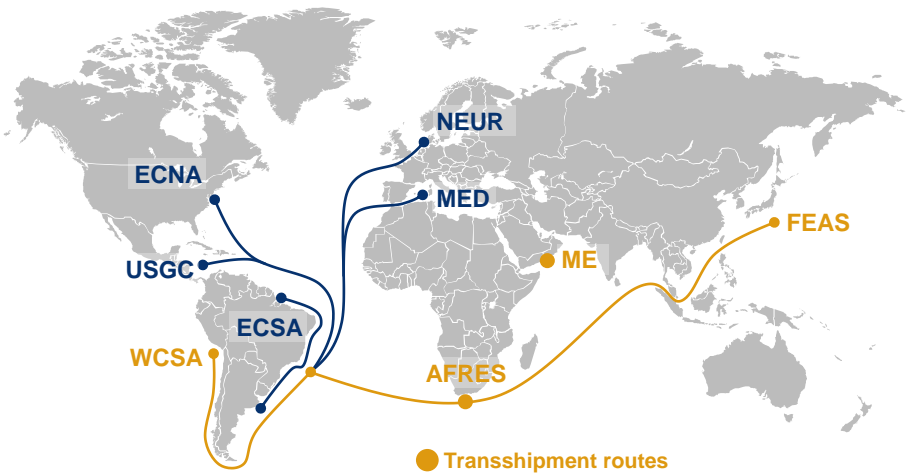
Conclusion of 1st expansion

2000

Start of operations

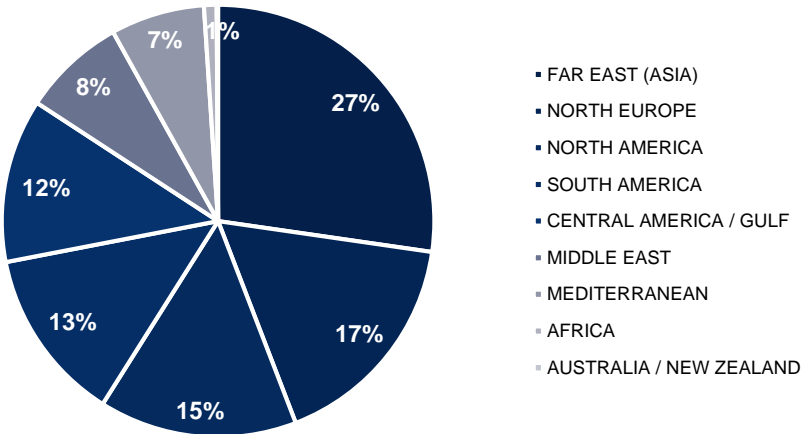
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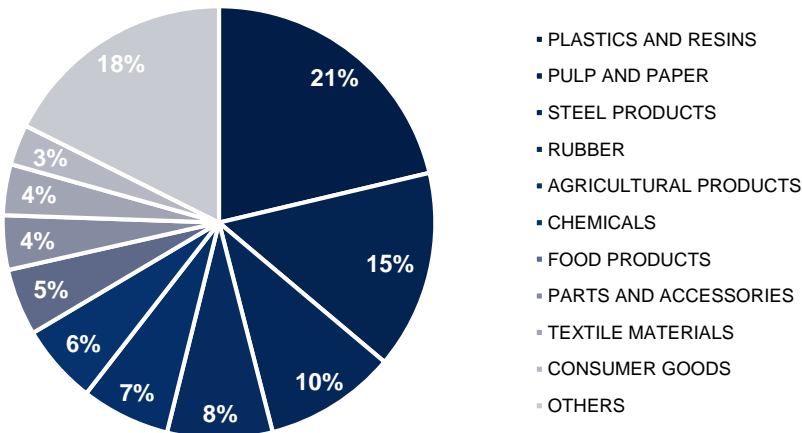
## Container Volume, by Destination: 2016 (% of TEU)

Source: Datamar (long-haul shipping and full containers)



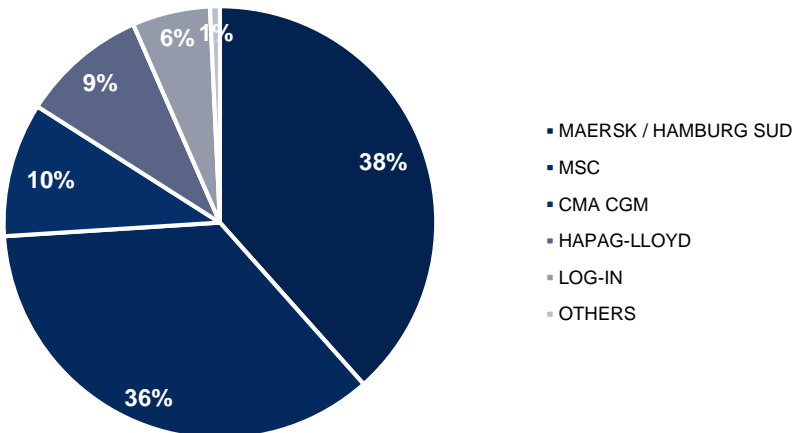
## Container Volume, by Top Cargoes: 2016 (% of TEU)

Source: Datamar (long-haul shipping and full containers)



## Container Volume, by Shipping Line: 2016 (% of TEU)

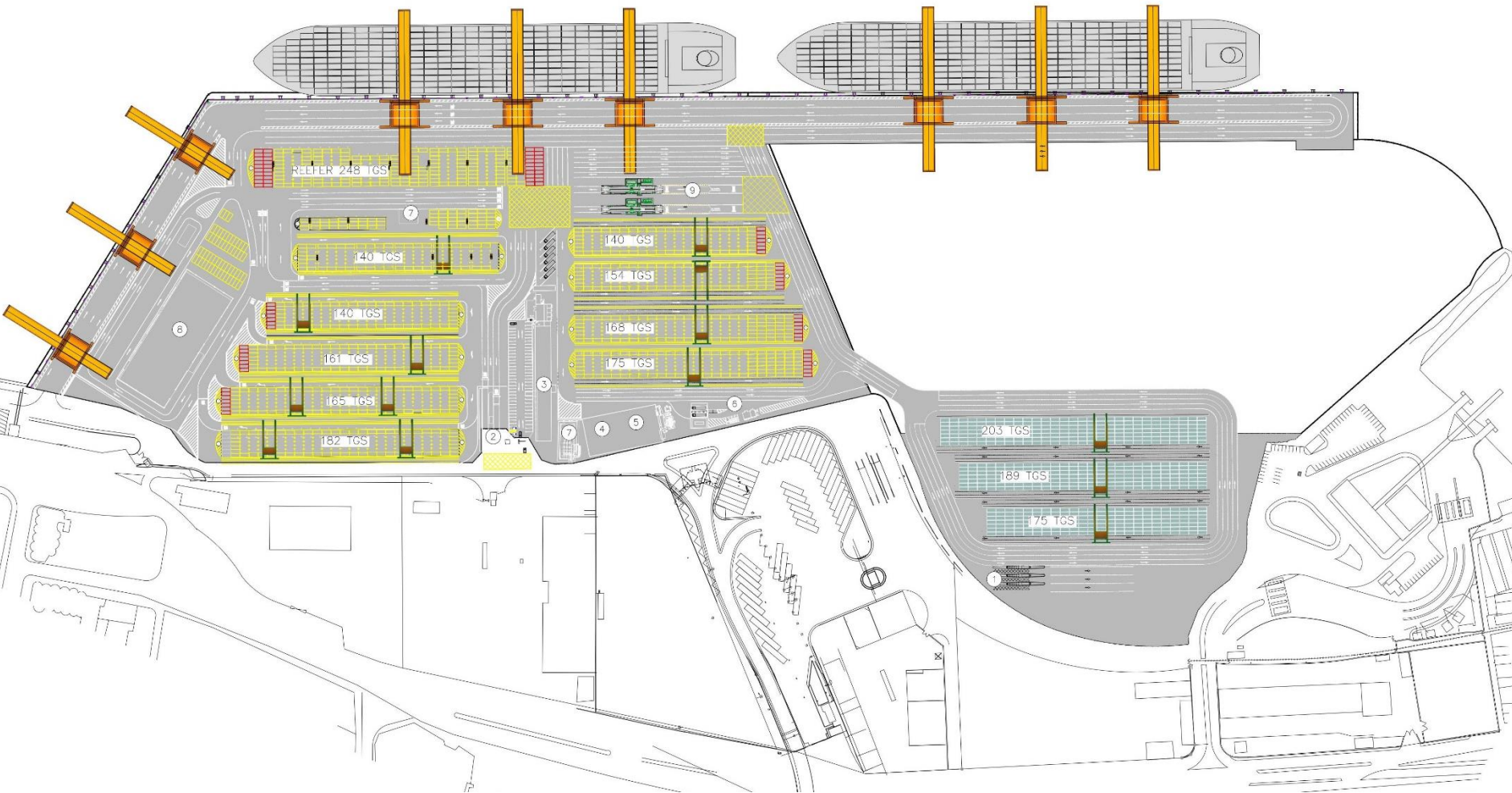
Source: Datamar (long-haul shipping and full containers)



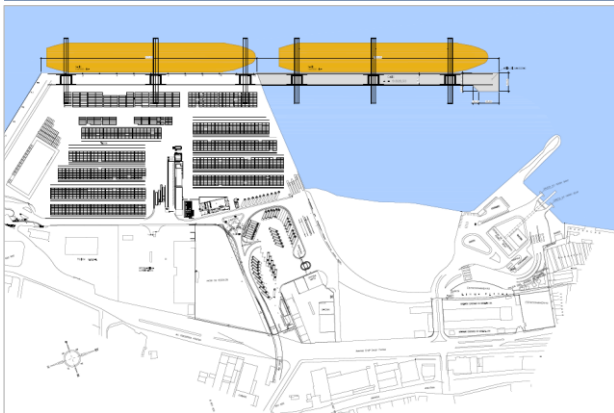


# Tecon Salvador

Expansion Project: 1st and 2nd Phases

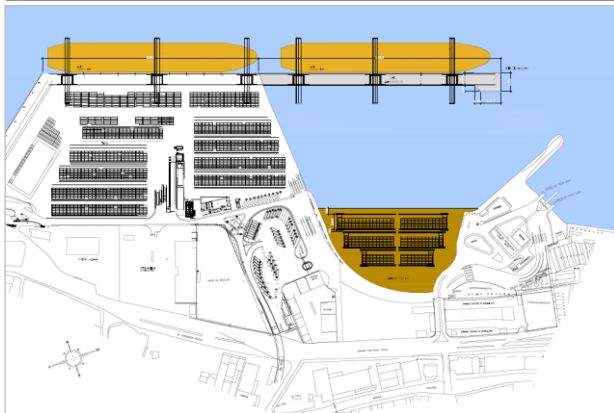


**Phase 1 (2017-19)**



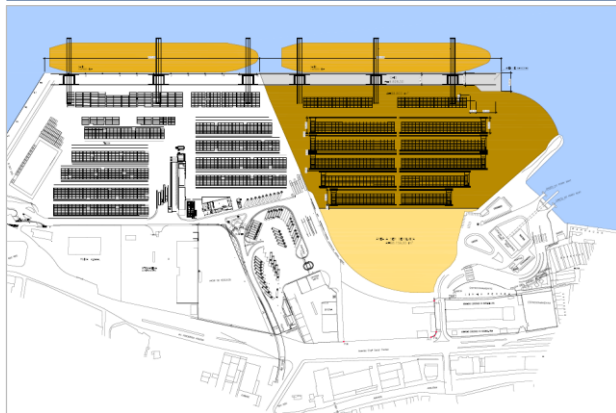
- › 423m quay extension, with a total length of 800m after expansion;
- › Acquisition of 3 STSs (Ship-to-shore Gantry Cranes), Super Post-Panamax type;
- › Estimated total gross investment of US\$100M;
- › Phase expected to commence nine months from the amendment signature, and completed by 24 months after the construction start.

**Phase 2 (by 2030)**



- › Leveling and paving an existing 28,160 sqm backyard area;
- › Estimated total gross investment of US\$10M;
- › Capacity at the end of P2: 560k TEUs;
- › Phase construction limit by 2030.

**Phase 3 (by 2034)**



- › Landfill and paving of an additional 88,803 sqm backyard area;
- › Acquisition of 6 RTGs (Rubber-tyred Gantry Cranes);
- › Estimated total gross investment of US\$50M;
- › Capacity at the end of P3: 925k TEUs;
- › Phase construction limit by 2034.



US\$206M

Net Revenues  
(45% of 2016 Revenues)

75 tugs

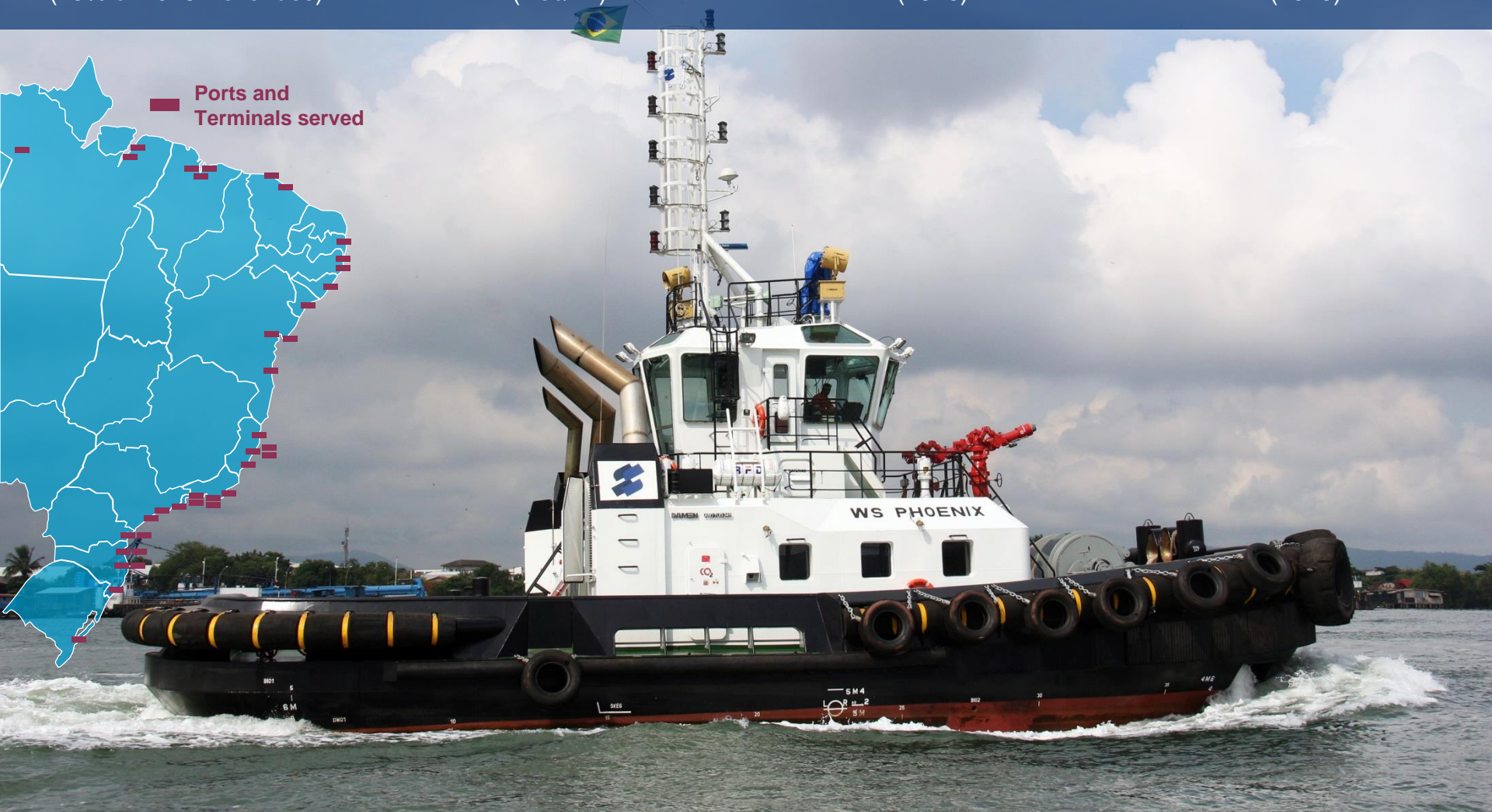
Operational Fleet  
(Dec/17)

58,376

Harbour Manoeuvres  
(2016)

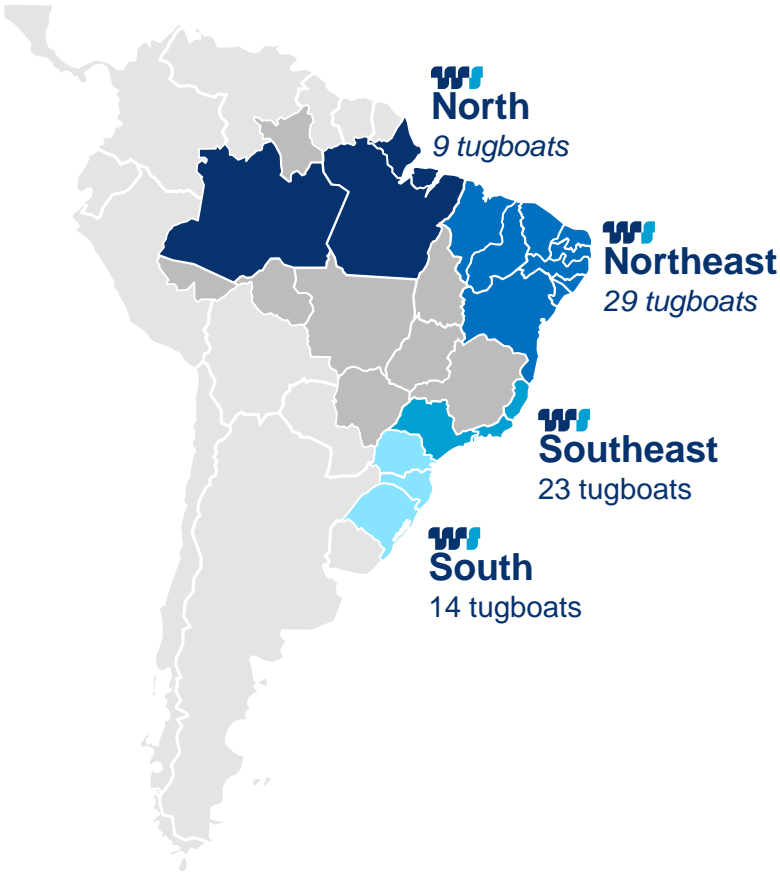
64.2k tons

Avg. DWT Attended  
(2016)

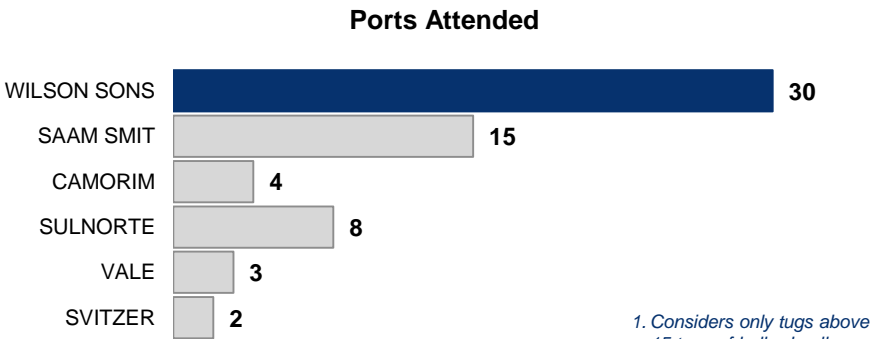
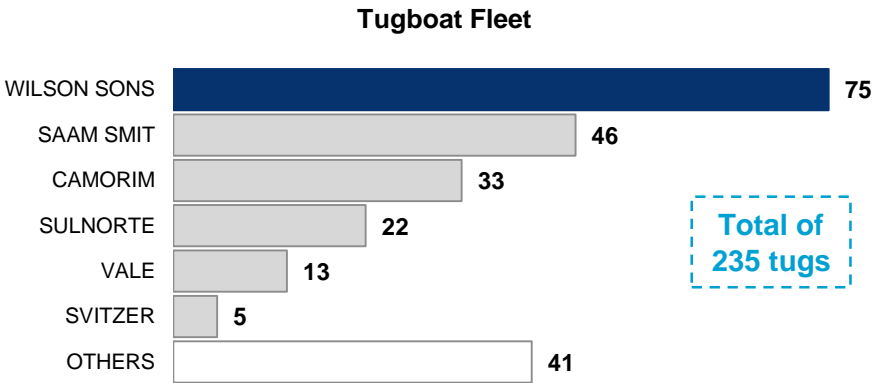


- › Largest fleet in Brazil, approximately 50% share of harbour manoeuvres, operating in all major ports;
- › Policy priority to Brazilian flag vessels;
- › Long-term and low-cost funding available from the FMM (Merchant Marine Fund).

WS Tugboat Fleet Throughout Brazilian Ports: Dec/2017 (# of vessels)



Brazilian Towage Market: Dec/2017



1. Considers only tugs above 15 tons of bollard pull.  
2. Others include 15 operators which own 6 tugs or less.

**US\$71M**

Net Revenues  
(2016)

**23 PSVs**

Operational Fleet  
(Dec/17)

**US\$24,293**

Avg. Net Daily Rate  
(3Q17)

**6,428**

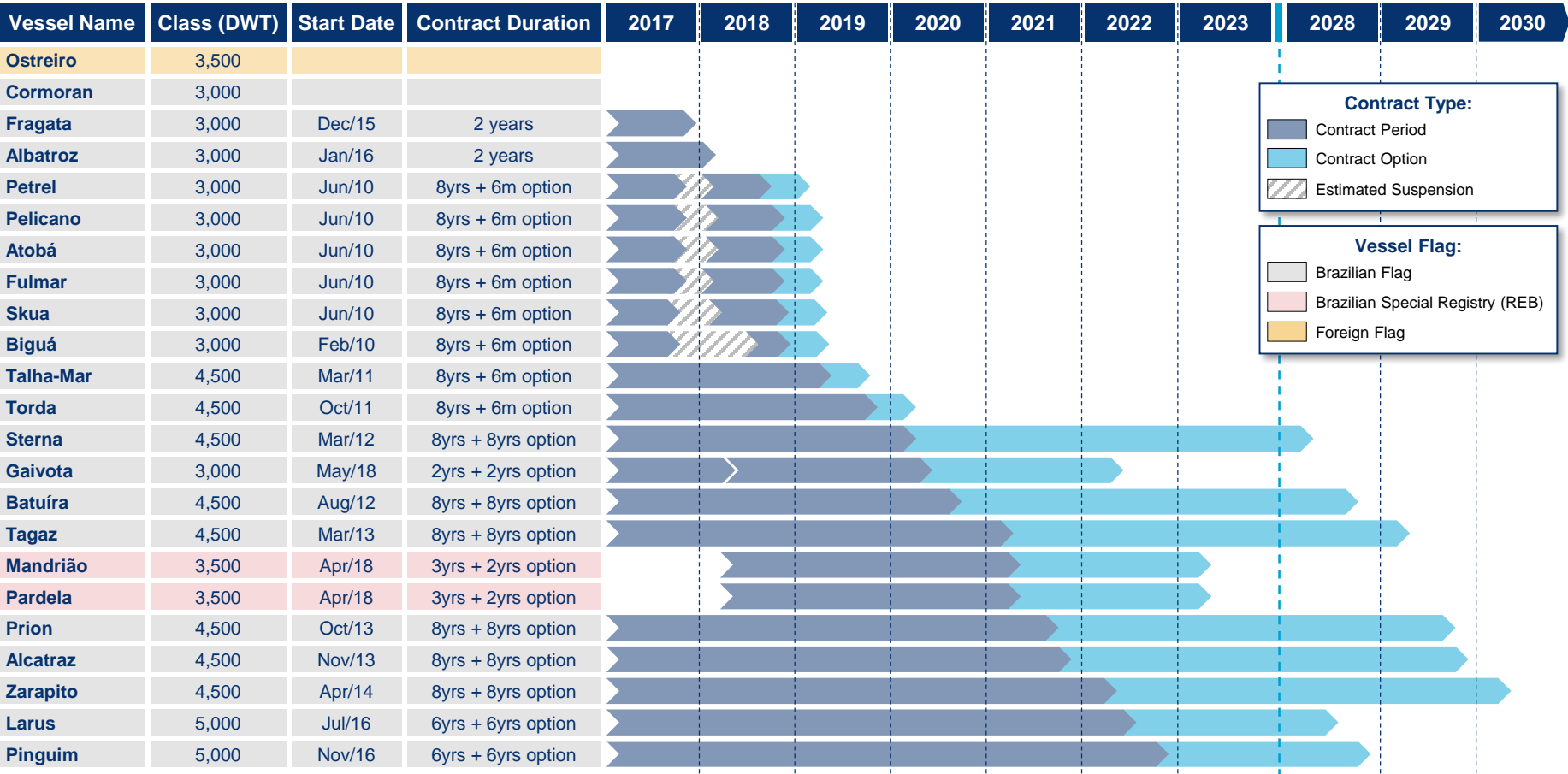
Days in Operation  
(2016)





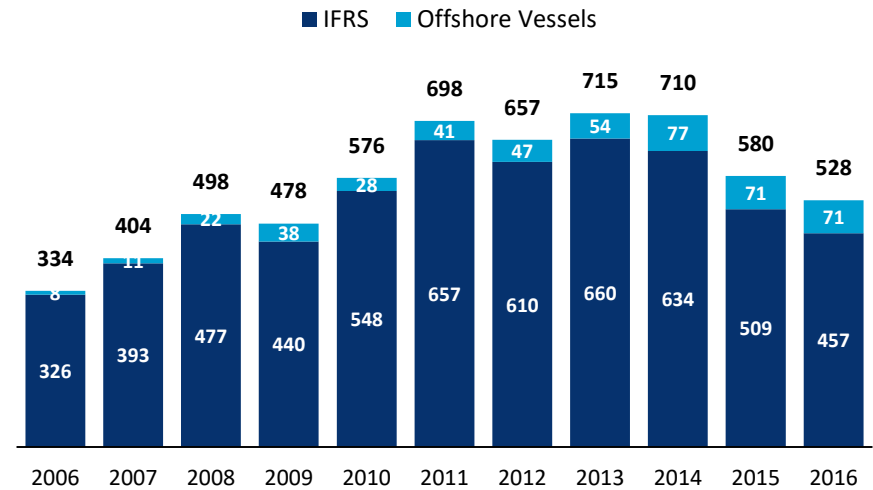
- › Policy priority for Brazilian flag vessels;
- › Long-term and low-cost funding available from the FMM (Merchant Marine Fund);
- › Wilson Sons 100%-owned shipyard is a key competitive advantage.

### Contract Orderbook

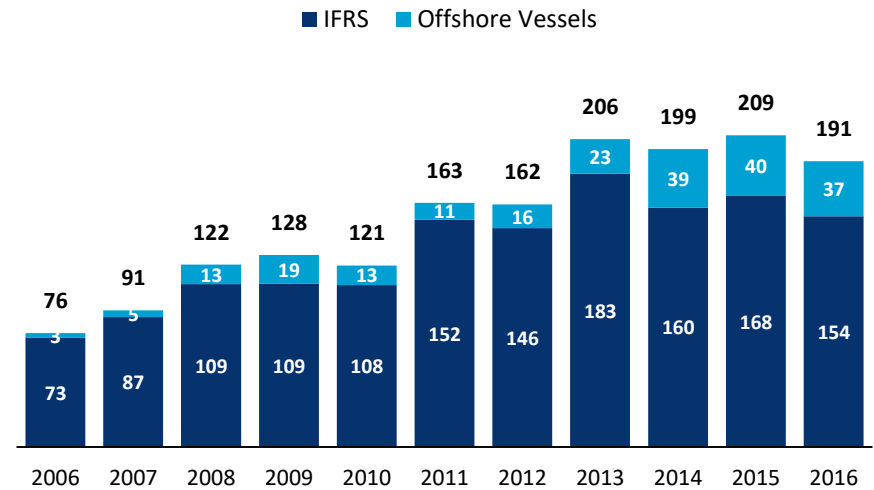


# Financial Highlights

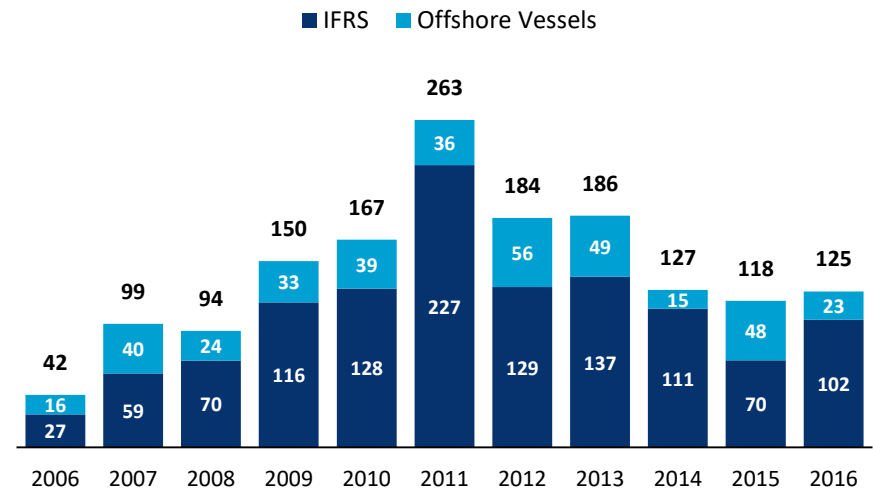
Net Revenues - Proforma (US\$M)



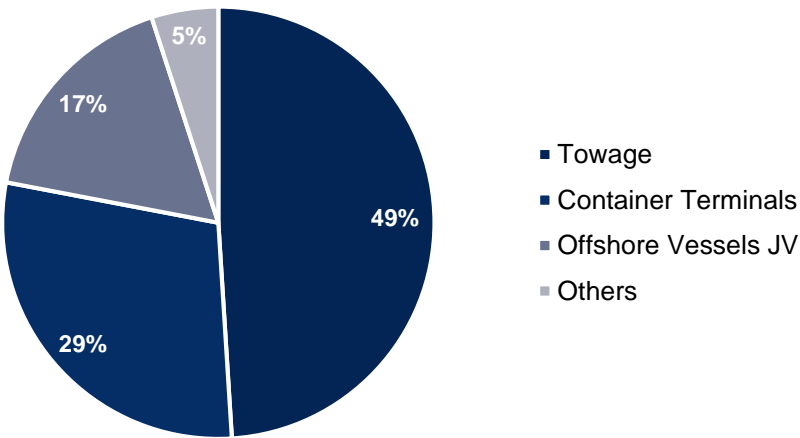
EBITDA - Proforma (US\$M)



Capital Expenditures - CAPEX Proforma (US\$M)

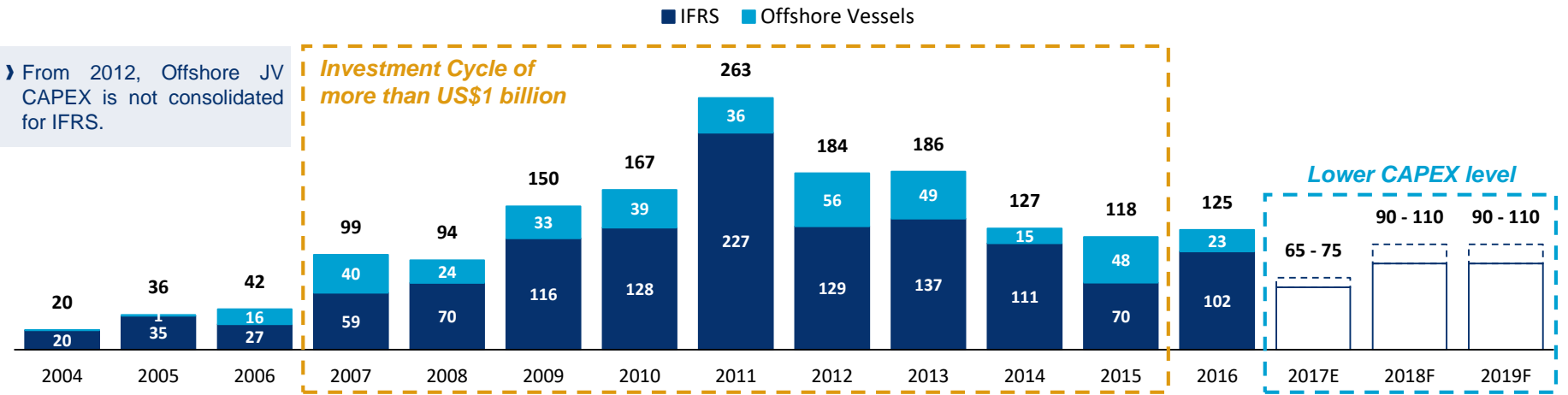


EBITDA by Business Segment - Proforma: 2016 (%)

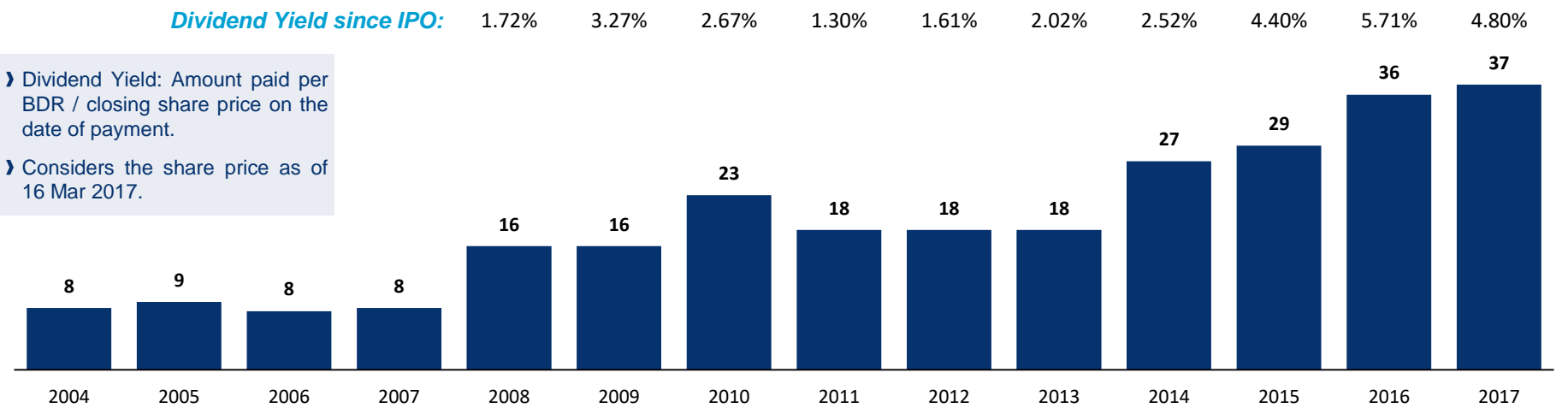


## Capital Expenditures - CAPEX Proforma (US\$M)

Briclog acquisition, Guarujá II shipyard construction, Tecon Salvador expansion, Towage and Offshore Vessels fleet renewal, Capacity increases and 3rd berth at Tecon Rio Grande.



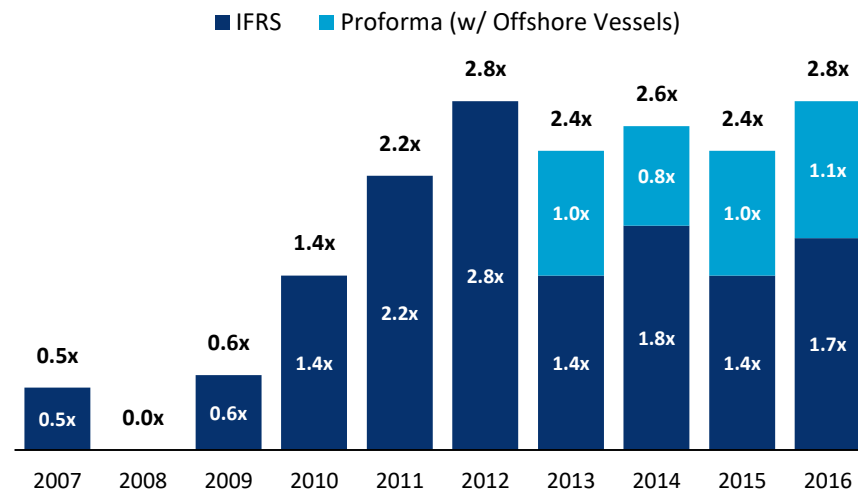
## Distribution to Shareholders - Dividend Policy target of 50% of Net Profit (US\$M)



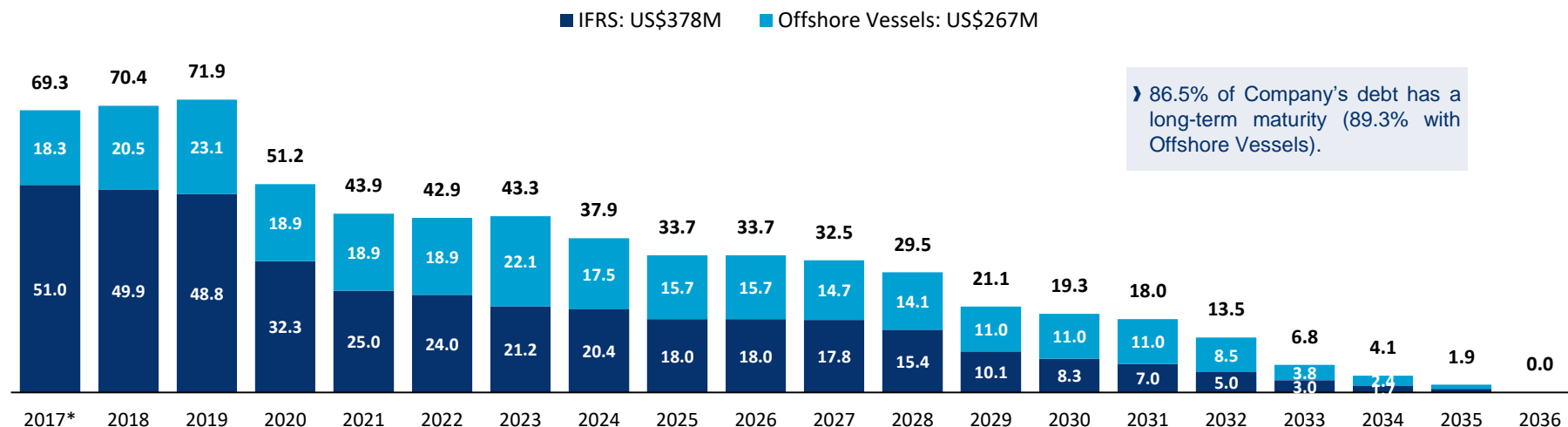
## Debt Profile (as of 31-Dec-16)

		IFRS	with Offshore Vessel (50%)
CURRENCY	Denominated in US\$	91.9%	95.2%
	Denominated in R\$	8.1%	4.8%
RATE	Fixed	78.0%	87.0%
	Variable	22.0%	13.0%
SOURCE	FMM	67.7%	78.5%
	Others	32.3%	21.5%

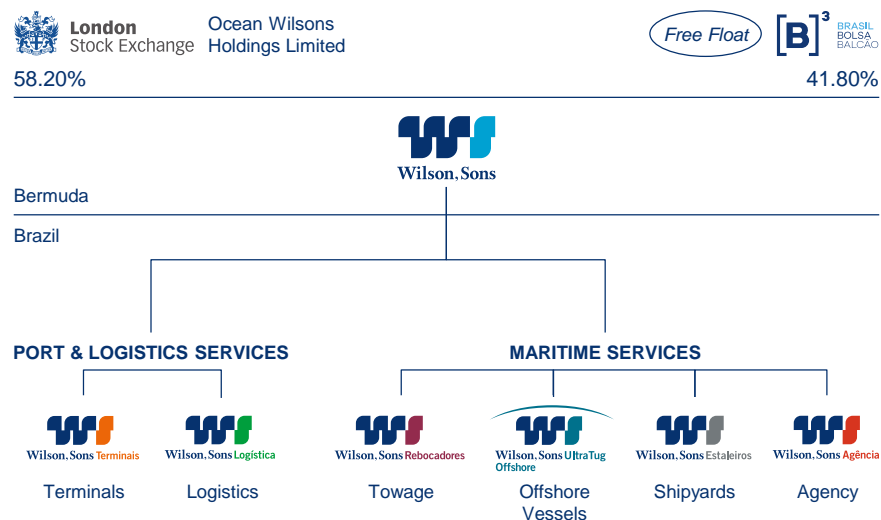
## Net Debt to EBITDA ratio (as of Dec/2016)



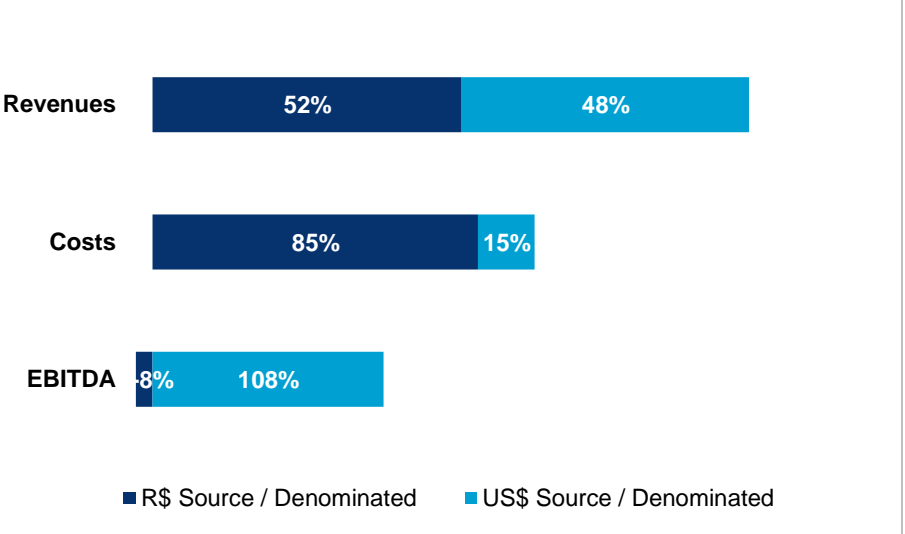
## Debt Maturity Schedule, including the Offshore Vessels JV (US\$M; as of 31-Dec-16; @PTAX 3.26)



## Shareholding Structure



## Estimated Revenue, Costs and EBITDA (Proforma; as of Dec/15)



## Corporate Governance

- ✓ **100% TAG ALONG** for all minority shareholders;
- ✓ **One class of share** with equal voting rights;
- ✓ **Free-float** more than **25% of total capital**;
- ✓ **Audit Committee**;
- ✓ **Minimum 20%** of the members of our board of directors must be **independent directors**.

## Management Alignment

- ✓ **Management:** Stock Options for top management subsisting grant 2,822,100;
- ✓ **Remuneration program** for executives based on net profit and dividend payout;
- ✓ **Remuneration program** for managers and employees - EBITDA and/or EBIT;
- ✓ **Individual performance plans:** clear goals and meritocracy based on the 9 Box methodology;
- ✓ **Business Managers** with specific HSE goals;
- ✓ **Employees** own 62,736 BDR's (as of 31/12/2016).

## Commitment to Safety

- ✓ Continuing development of the culture of safety is a priority;
- ✓ The Lost Time Injury Frequency has decreased 96% since 2010.

## Outstanding Assets

- ✓ One of the largest port, maritime and logistics operators in Brazil;
- ✓ Wilson Sons enjoys an unparalleled geographical reach throughout Brazil;
- ✓ Leading volume capacity, superior infrastructure and efficiency.

## Strength of Credibility

- ✓ 180 years of experience highlights Wilson Sons' solid operational know-how, reputation and credibility;
- ✓ Experienced and innovative management team.

## Integrated Resilient Businesses

- ✓ Integration and multiple synergies among its businesses;
- ✓ Solid customer relationships with a diverse and strong customer base.

## Financial Strength

- ✓ Investments largely financed with low-cost by long-term resources;
- ✓ Capex reducing after investing more than US\$1 Billion since IPO in 2007;
- ✓ High profitability and financial strength.



**Wilson, Sons**

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