Q2 2012 | Quarterly Report | August 14, 2012

# Wilson Sons Reports Half Year Revenues of USD 311.2M

- BRL depreciation in the quarter has negatively impacted net income
- Cabotage and transhipment Container terminal volumes constrained
- Offshore Vessel volumes higher on consistent Oil and Gas demand growth

**Cezar Baião,**
**CEO of Operations in Brazil**

**"Wilson Sons has seen a challenging 2012 so far with a Net Loss of USD 4.6M for the 2Q12 and 1H12 Net Income of USD 1.9M, negatively impacted by currency depreciation and the subsequent impact on Deferred Tax and Monetary Items.**

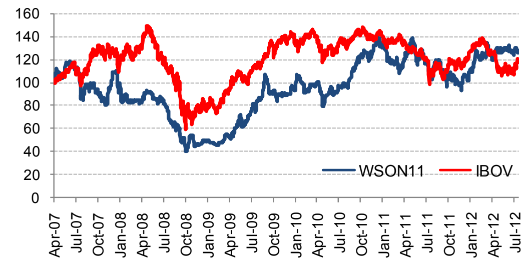
**Historically the second half of the year is stronger in terms of performance. However, the uncertain economic environment and currency movements may still adversely impact the Group's full year results. Against the backdrop of these challenges we continue our commitment to creating and sustaining value for all our stakeholders through our long term Business Model which includes projects such as the expansion of our Salvador Container Terminal and Guarujá II Shipyard. With these and other important projects becoming operational at the end of the 2H12 our focus remains on expanding our capacity to service demand in International Trade and Oil & Gas. It is this long term focus combined with constant revision and fine tuning that will allow us to overcome the challenges. To this end, we are pleased to report increased cash generated by operations in 1H12.**

**Despite an uncertain world economic backdrop, our experience in the Ports and Maritime services helps us to maintain a positive view on future market prospects as we continue to focus on delivering our Long Term Investment Plan."**

### Company Data

| | |
|---|---|
| Ticker (BM&FBovespa) | WSON11 |
| Sector | Logistics / Infrastructure |
| Price (08/13/2012) | R$ 30.00 |
| 52-week BDR price range | R$ 22.01 - R$ 31.85 |
| Shares Outstanding | 71,144,000 |
| Free Float | 29,700,000 |
| 365-day avg. Daily volume (BRL '000) | 950.3 |
| Total Market Cap (BRL M) | 2,134.3 |

### Stock Performance since IPO




### Wilson Sons Conference Call Details

**August 21st, 2012, Tuesday**

**English**
Time: 11 am (US EST) / 12 pm (Brasilia) / 4 pm (GMT)
Webcast: http://webcall.riweb.com.br/wilsonsons/english
Dial-in access: +1 646 843 6054

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### Financial Highlights

| (USD million) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| **Net Revenues** | 154.0 | 182.3 | -15.5 | 311.2 | 338.9 | -8.2 |
| Port Terminals | 51.7 | 72.7 | -28.9 | 111.6 | 137.4 | -18.8 |
| Towage | 41.1 | 40.2 | 2.4 | 81.5 | 76.4 | 6.8 |
| Offshore Vessels | 11.7 | 10.1 | 15.4 | 21.0 | 17.0 | 23.3 |
| Logistics | 29.2 | 37.4 | -21.8 | 59.0 | 70.4 | -16.2 |
| Shipyard | 14.8 | 17.1 | -13.5 | 26.8 | 28.8 | -7.1 |
| Shipping Agency | 5.5 | 4.9 | 12.8 | 11.2 | 8.8 | 27.0 |
| **EBITDA** | 29.6 | 33.7 | -12.2 | 58.2 | 73.6 | -21.0 |
| Port Terminals | 14.8 | 24.5 | -39.8 | 34.5 | 48.9 | -29.5 |
| Towage | 13.0 | 10.8 | 19.9 | 22.0 | 22.8 | -3.7 |
| Offshore Vessels | 4.5 | 2.1 | 111.1 | 6.0 | 3.6 | 66.6 |
| Logistics | 4.6 | 6.6 | -31.2 | 8.8 | 12.3 | -28.9 |
| Shipyard | 2.3 | 5.1 | -54.9 | 7.0 | 8.5 | -17.5 |
| Shipping Agency | 0.5 | -0.7 | n.a. | 0.5 | -0.7 | n.a. |
| Corporate | -10.1 | -14.9 | 31.9 | -20.6 | -21.9 | 6.0 |
| **Adj. EBITDA (ex-LTIP)*** | 27.5 | 39.6 | -30.5 | 61.3 | 73.7 | -16.7 |
| **Operating Profit** | 15.5 | 19.7 | -21.6 | 26.7 | 46.8 | -43.1 |
| **Net Income** | -4.6 | 13.7 | -133.8 | 1.9 | 33.4 | -94.4 |
| **CAPEX** | 44.7 | 50.0 | -10.5 | 87.7 | 104.8 | -16.3 |
| **Avg. USD/BRL rate** | 1.96 | 1.60 | 23.0 | 1.87 | 1.63 | 14.4 |
| **Closing USD/BRL rate** | 2.02 | 1.56 | 29.5 | 2.02 | 1.56 | 29.5 |

*Adj. EBITDA excludes Long-Term Incetive Plan "LTIP" provisions
** Positive percentage demonstrates a positive result

### Operational Highlights

| | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Port Operations ('000 TEU) | 216.3 | 236.0 | -8.3 | 426.4 | 438.6 | -2.8 |
| Tecon Rio Grande ('000 TEU) | 153.6 | 174.7 | -12.1 | 300.1 | 315.4 | -4.8 |
| Tecon Salvador ('000 TEU) | 62.8 | 61.3 | 2.4 | 126.3 | 123.2 | 2.5 |
| Towage (# of Manoeuvres) | 12,483 | 12,888 | -3.1 | 25,907 | 26,052 | -0.6 |
| Towage (% of Special Op. in Revs) | 12.3 | 14.5 | -2.2 p.p. | 12.9 | 14.3 | -1.4 |
| Offshore Vessels (Days of Op.)* | 1,445 | 1,164 | 24.1 | 2,717 | 2,070 | 31.3 |
| Offshore Vessels (Own Fleet)* | 13 | 11 | 18.2 | 13 | 11 | 18.2 |
| Offshore Vessels (Leased Fleet)* | 3 | 2 | 50.0 | 3 | 2 | 50.0 |
| Shipyards (# OSVs under construct.) | 5 | 3 | 24.1 | 5 | 3 | 31.3 |
| Logistics (# of Operations) | 16 | 27 | -40.7 | 16 | 27 | -40.7 |

* Total number for WSUT, a joint-venture of which Wilson, Sons owns 50%

### Margins & Leverage

| | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| EBITDA Margin (%) | 19.2 | 18.5 | 0.7 p.p. | 18.7 | 21.7 | -3.0 p.p. |
| Adj. EBITDA Margin (%) | 17.9 | 21.7 | -3.8 p.p. | 19.7 | 21.7 | -2.0 p.p. |
| Net Margin (%) | -3.0 | 7.5 | -10.5 p.p. | 0.6 | 9.8 | -9.2 p.p. |
| Net Debt/EBITDA* | 2.7 x | 1.8 x | 0.9 x | 2.7 x | 1.8 x | 0.9 x |
| Weighted Avg Cost of Debt (%) | 3.7 | 4.4 | -0.7 p.p. | 3.7 | 4.4 | -0.7 p.p. |
| Total Debt from FMM (%) | 73.1 | 73.9 | -0.7 p.p. | 73.1 | 73.9 | -0.7 p.p. |
| Total Debt in USD (%) | 92.5 | 86.0 | 6.5 p.p. | 92.5 | 86.0 | 6.5 p.p. |

* Net Det/EBITDA calculated using t.t.m. EBITDA

The operating and financial information are presented on this report on a consolidated basis and is expressed in US Dollars ("dollars or USD"), in accordance with International Financial Reporting Standards ("IFRS"), except as otherwise expressly indicated. This quarterly earnings report may contain statements that may constitute "forward-looking statements", based on current opinions, expectations and projections about future events. The accompanying consolidated statements of operations and financial condition were prepared in conformity with applicable IFRS accounting principles.

Read this report in:
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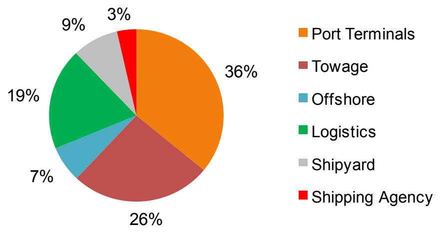
Net Revenues

| (in USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Port Terminals | 51.7 | 72.7 | -28.9 | 111.6 | 137.4 | -18.8 |
| Towage | 41.1 | 40.2 | 2.4 | 81.5 | 76.4 | 6.8 |
| Offshore Vessels | 11.7 | 10.1 | 15.4 | 21.0 | 17.0 | 23.3 |
| Logistics | 29.2 | 37.4 | -21.8 | 59.0 | 70.4 | -16.2 |
| Shipyard | 14.8 | 17.1 | -13.5 | 26.8 | 28.8 | -7.1 |
| Shipping Agency | 5.5 | 4.9 | 12.8 | 11.2 | 8.8 | 27.0 |
| **Total** | 154.0 | 182.3 | -15.5 | 311.2 | 338.9 | -8.2 |

1H12 Net Revenues Breakdown by Business

(%)




Consolidated Income Statement

| (in USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues | 154.0 | 182.3 | -15.5 | 311.2 | 338.9 | -8.2 |
| Raw Materials | -18.0 | -20.3 | 11.2 | -37.5 | -37.6 | 0.1 |
| Personnel Expenses | -61.6 | -71.4 | 13.7 | -126.6 | -119.9 | -5.5 |
| Other Operating Expenses | -44.8 | -58.0 | 22.8 | -88.8 | -108.9 | 18.4 |
| Profit on disposal of PPE* | 0.0 | 1.1 | -100.9 | 0.0 | 1.1 | -99.5 |
| EBITDA | 29.6 | 33.7 | -12.2 | 58.2 | 73.6 | -21.0 |
| Depreciation & Amortization | -14.1 | -14.0 | -1.0 | -31.6 | -26.8 | -17.6 |
| Operating Profit | 15.5 | 19.7 | -21.6 | 26.7 | 46.8 | -43.1 |
| **Net Income** | -4.6 | 13.7 | -133.8 | 1.9 | 33.4 | -94.4 |

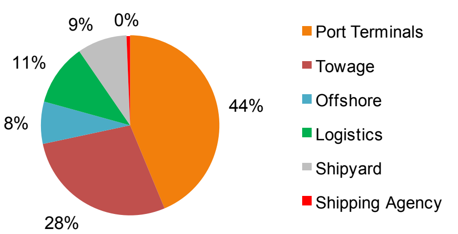
* Property, Plant & Equipment

EBITDA

| (USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Port Terminals | 14.8 | 24.5 | -39.8 | 34.5 | 48.9 | -29.5 |
| Towage | 13.0 | 10.8 | 19.9 | 22.0 | 22.8 | -3.7 |
| Offshore Vessels | 4.5 | 2.1 | 111.1 | 6.0 | 3.6 | 66.6 |
| Logistics | 4.6 | 6.6 | -31.2 | 8.8 | 12.3 | -28.9 |
| Shipyard | 2.3 | 5.1 | -54.9 | 7.0 | 8.5 | -17.5 |
| Shipping Agency | 0.5 | -0.7 | n.a. | 0.5 | -0.7 | n.a. |
| Corporate | -10.1 | -14.9 | 31.9 | -20.6 | -21.9 | 6.0 |
| **Total** | 29.6 | 33.7 | -12.2 | 58.2 | 73.6 | -21.0 |
| (-) Long-Term Incentive Plan "LTIP" | 2.1 | -5.9 | n.a. | -3.1 | 0.0 | n.a. |
| **Adjusted EBITDA** | 27.5 | 39.6 | -30.5 | 61.3 | 73.7 | -16.7 |

1H12 EBITDA Breakdown by Business (ex-Corporate)

(%)




## Net Revenues

- Revenues totalled USD 154.0M in the quarter and USD 311.2M YTD, 15.5% and 8.2% lower against the comparative periods of 2011. The main impact is the BRL currency devaluation with the average exchange rate increase from 1.60 to 1.96. Approximately 65% of Wilson Sons' revenues are BRL denominated. The company´s Costs and Expenses were also lower as the company seeks a natural operating cash flow hedge by balancing total values of BRL denominated revenues and costs. Currently approximately 90% of the Company's operating costs (excluding depreciation) are denominated in BRL,
- Port Terminals largely BRL revenues were negatively impacted by:
  - The depreciation of the BRL;
  - Reduced cabotage in Rio Grande with rice volumes down.
  - Deep sea reefer volumes were affected by temporary interruptions to client production.
  - Reduction in Tecon Rio Grande transhipment volume as ship-owners are now using their own ports for this service.
- The end of the Brasco public port contract with Petrobras has also negatively impacted the total Port Terminals income.
- Towage revenues are mostly originated in USD (approximately 73%), and therefore were less affected by the BRL devaluation. Revenues were up 1.7% when compared with 2Q11, and up 6% YTD against the comparative. Demand and differentiated prices for services to increasingly larger ships helped the revenues increase in this business segment.
- Offshore Vessel volumes were higher on Oil and Gas demand, generating 2Q12 and YTD revenue growth of 15.4% and 23.3% respectively.
- The Shipyard revenues are predominantly BRL denominated (roughly 63%), which have contributed to a decline in 13.1% and 7.1% for the quarter and YTD against the comparative. Reduced Raw Materials processing also contributed to shipyard results in the quarter.
- Logistics revenues are down due to the discontinuation of certain low-margin operations between 4Q11 and 2Q12.

## Costs and Expenses

- Costs and Expenses were lower than the previous year for both quarter and YTD, sustained by similar reasons to those which affected Revenues. Currently 90% of the Company's operating costs (excluding depreciation) are denominated in BRL, which in turn are positively impacted by the currency devaluation of 23% over 2Q11 and 14% over 1Q12.
- Personnel Expenses benefitted from BRL devaluation, however, the following events impacted the Quarter and YTD costs:
  - Average headcount increase from 6,029 in 2Q11 to 6,464 in 2Q12, mostly due to growth in Towage, Offshore Vessels, and to pre operational hiring of staff for the new Logistics Centre in Itapevi and Guaruja II shipyard;
  - A reduction in provisions amounting to USD 2.1M for the Long-Term Incentive Plan ("LTIP") positively affecting 2Q12. YTD, the net effect from increases in LTIP provisions was a negative effect of USD 3.1M.
- YTD Towage costs include a one-off cost totalling USD 1.7M due to a change in the accounting treatment for the Towage fuel inventory.
- Higher Depreciation & Amortisation costs are a direct result of a larger asset base in the Towage and Offshore fleets. On the 1st of April 2012, following expert internal appraisal and external benchmarking, the useful life of the company´s Towage and Offshore vessel fleets changed from 20 years to a new policy of 25 years for all new vessels built post 1986, with assets prior to this date depreciated over periods of 30 to 35 years depending on specification and factors such as remotorisation. This change generated a positive impact of USD 1.4M for the 2Q12 depreciation charge.

| Operating Profit (USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Port Terminals | 9.2 | 20.0 | -53.8 | 23.4 | 40.4 | -42.1 |
| Towage | 9.9 | 6.8 | 44.4 | 13.3 | 14.9 | -10.6 |
| Offshore Vessels | 2.8 | 0.2 | 1243.3 | 1.9 | -0.1 | n.a. |
| Logistics | 2.2 | 3.8 | -43.0 | 3.8 | 7.1 | -46.7 |
| Shipyard | 2.2 | 5.1 | -56.7 | 6.9 | 8.5 | -18.5 |
| Shipping Agency | 0.5 | -0.7 | n.a. | 0.4 | -0.8 | n.a. |
| Corporate | -11.3 | -15.5 | 26.8 | -22.9 | -23.1 | 0.7 |
| Total | 15.5 | 19.7 | -21.6 | 26.7 | 46.8 | -43.1 |

## EBITDA, Adjusted EBITDA, and Operating Profit

- Quarterly and YTD EBITDA were lower by 12.2% and 21.0% respectively mainly due to the following events:
  - Weaker Container Terminal results with Rio Grande Cabotage and Transhipment volumes down.
  - End of the Petrobras public port operation in Rio de Janeiro, which represented 30% of Brasco's 1H11 EBITDA;
  - USD 3.1M negative impact in the Long Term Incentive Plan which directly affects Personnel Expenses across the Company's businesses.
  - One-time costs related to the discontinuation of certain low-margin logistics operations.
- Adjusted EBITDA excludes provisions for cash-settled stock options (LTIP), which fluctuate based on several variables, including the closing share price. When exercised, the LTIP provides cash payment incentive based on the number of options multiplied by the increase in the price of the WSON11 BDR´s. At the quarter-end, the outstanding stock options were 3,717,260.

| Net Income (USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| EBITDA | 29.6 | 33.7 | -12.2 | 58.2 | 73.6 | -21.0 |
| Financial Revenues | 4.2 | 2.8 | 50.6 | 8.1 | 5.2 | 54.7 |
| Financial Expenses | -3.7 | -3.6 | -4.4 | -7.9 | -6.9 | -14.4 |
| Exchange Gain (Loss) on Invest. | -14.1 | 3.1 | -553.0 | -10.8 | 4.8 | -326.0 |
| Net Financial Results | -13.6 | 2.3 | -688.3 | -10.6 | 3.1 | -440.1 |
| Depreciation & Amortisation | -14.1 | -14.0 | -1.0 | -31.6 | -26.8 | -17.6 |
| Gross Income | 1.9 | 22.1 | -91.6 | 16.0 | 49.9 | -67.9 |
| Current Taxes | -5.3 | -11.3 | 53.6 | -15.6 | -20.2 | 22.6 |
| Deferred Taxes | -1.2 | 3.0 | -141.6 | 1.5 | 3.7 | -59.3 |
| Income Tax | -6.5 | -8.4 | 22.5 | -14.1 | -16.5 | 14.4 |
| Net Income | -4.6 | 13.7 | -133.8 | 1.9 | 33.4 | -94.4 |
| Adjusted Net Income * | -6.7 | 19.6 | -134.3 | 5.0 | 33.4 | -85.0 |

* Excluding Long Term Incentive Plan ("LTIP") & Deferred Income Tax effect

| | | | | | | |
|---|---|---|---|---|---|---|
| Net Income | -4.6 | 13.7 | -133.8 | 1.9 | 33.4 | -94.4 |
| (-) Recognition of Deferred Tax Asset | -8.6 | 0.0 | n.a. | -8.6 | 0.0 | n.a. |
| Net Income Ex-Recognition | -13.2 | 13.7 | -31.9 | -6.7 | 33.4 | -6.0 |

## Net Income

- Quarterly and YTD Net Income totalled USD-4.6M and USD1.9M respectively. Although Port and Logistics operating results are softer, the reduced Net Income is attributed principally to the significant depreciation of the BRL/USD exchange rate.
- Financial Expenses were higher due to a larger Debt balance as investment in new vessels, terminal and shipyard capacity continues.
- Financial Revenues are higher as a result of an increase in BRL cash balances, which yield higher interests than the USD based investments.
- Exchange losses of USD 14.1 M in the quarter and USD 10.8M YTD are a result of balance sheet translations of BRL denominated Net Monetary Assets.
- The movement in Deferred Income Taxes for the quarter and YTD include two effects:
  - The first is a USD 11.9M negative impact in the quarter and USD 7.5M YTD as a result of the Company´s Fixed Assets being located in Brazil and therefore have Real currency based tax deductions for the depreciation of the assets over the period allowed by the tax legislation. When the BRL depreciates, the future tax deduction allowable for Brazilian tax purposes is the same in Brazilian Real terms, but reduced when converted to our dollar reporting currency. This reduction is accounted for after applying the tax rate of 34% to determine the deferred tax. (IAS 21)
  - The second is a positive impact from the recognition of a Deferred tax asset in the amount of USD 8.6M (2011: nil) in the quarter due to the probable future flows of related taxable income. The expected recoverability of the Income tax credits, for some Group subsidiaries, is based on projections of future taxable income taking into consideration various business and financial assumptions. Further details can be found in Note 16 of our Financial Statements. (IAS 12)

| CAPEX (USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Port Terminals | **15.7** | **16.6** | -5.3 | **29.5** | **40.6** | -27.3 |
| Towage | **3.2** | **9.8** | -67.3 | **17.9** | **27.2** | -34.0 |
| Offshore Vessels | **11.9** | **12.2** | -2.7 | **15.5** | **14.3** | 8.5 |
| Logistics | **0.1** | **6.0** | -97.7 | **0.6** | **11.3** | -94.8 |
| Shipyard | **10.8** | **4.7** | 132.7 | **21.2** | **10.1** | 109.9 |
| Shipping Agency | **0.1** | **0.1** | -23.6 | **0.1** | **0.1** | -13.7 |
| Corporate | **2.9** | **0.7** | 315.5 | **2.9** | **1.3** | 125.2 |
| **Total** | **44.7** | **50.0** | -10.5 | **87.7** | **104.8** | -16.3 |

## CAPEX

- Tecon Salvador's expansion, the new Guarujá II shipyard, and new Offshore and Towage vessels are the major contributors to the quarterly and YTD CAPEX.
- Total CAPEX of USD 44.7M and USD 87.7M is down 10.5% and 16.3% respectively against the comparatives due to:
  - The weaker BRL exchange rate reducing the BRL investments in USD;
  - Reductions in the new towage vessel investments as a large proportion of the renewal program has been completed;
  - Specific timing of major expenditures in the project plan for the Tecon Salvador expansion, and;
  - Reductions in Logistics' CAPEX as the comparative period had relevant investments for client in-house operations.

| Net Debt (USD millions) | 06/30/12 | 03/31/12 | 12/31/11 | 09/30/11 | 06/30/11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Short Term | **41.6** | **40.4** | 36.5 | 34.6 | 35.8 | 16.2 |
| Long Term | **484.4** | **475.6** | 454.7 | 359.4 | 320.6 | 51.1 |
| Total Debt | **525.9** | **516.0** | 491.1 | 394.0 | 356.4 | 47.6 |
| (-) Cash & Cash Equivalents | **-119.8** | **-138.8** | -136.9 | -104.2 | -101.7 | 17.8 |
| **(=) Net Debt (Cash)*** | **406.2** | **377.2** | 354.2 | 289.8 | 254.7 | 59.4 |

* Cash and therefore the calculation of Net Debt includes amounts placed on short-term investments.

| Debt Profile (Currency, in USD millions) | 06/30/12 | 03/31/12 | 12/31/11 | 09/30/11 | 06/30/11 | Chg. (%) |
|---|---|---|---|---|---|---|
| BRL Denominated | **39.5** | **45.2** | 46.4 | 49.2 | **49.9** | -20.8 |
| USD Denominated | **486.4** | **470.8** | 444.7 | 344.7 | **306.5** | 58.7 |
| **Total Debt** | **525.9** | **516.0** | 491.1 | 394.0 | **356.4** | **47.6** |

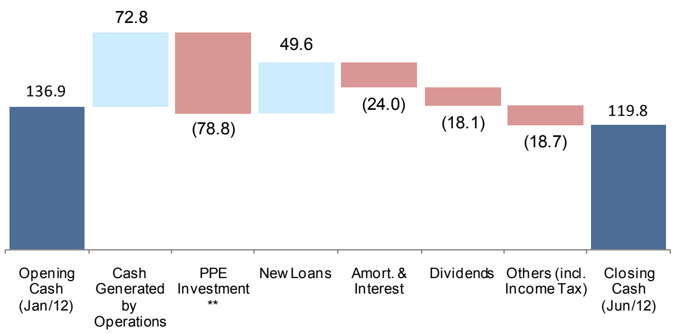
| Debt Profile* (Currency, in USD millions) | 06/30/12 | 03/31/12 | 12/31/11 | 09/30/11 | 06/30/11 | Chg. (%) |
|---|---|---|---|---|---|---|
| FMM | **384.6** | **371.2** | 357.6 | 309.9 | 263.3 | 46.1 |
| Others | **141.3** | **144.9** | 133.5 | 84.1 | 93.1 | 51.8 |
| **Total** | **525.9** | **516.0** | 491.1 | 394.0 | **356.4** | **47.6** |

* Including leases

| Cash Profile (USD millions) | 06/30/12 | 03/31/12 | 12/31/11 | 09/30/11 | 06/30/11 | Chg. (%) |
|---|---|---|---|---|---|---|
| BRL Denominated | **113.7** | **114.2** | 111.8 | **78.6** | **75.6** | 50.5 |
| USD Denominated | **6.0** | **24.6** | 25.1 | **25.5** | **26.1** | -76.9 |
| **Cash & Cash Equivalents** | **119.8** | **138.8** | 136.9 | 104.2 | **101.7** | **17.8** |

* Cash and Cash Equivalents include amounts placed on short-term investments.

Consolidated Cash Flows
(USD millions)




* Please see Consolidated Cash Flows and note 27 of Financials Statements for more details
** Property, Plant & Equipment Cash Investment

## Debt and Cash Profiles

- Debt schedule: 92.1% of total debt is long-term and 92.5% is denominated in USD.
- Debt source profile: 73.1% is provided through BNDES and Banco do Brasil, as agents for the *Fundo da Marinha Mercante* (FMM), to support the Offshore, Towage and Shipyard fleet and expansion projects. Moreover, IFC is funding Tecon Salvador expansion project.
- Low-cost funding: at the quarter-end, the Company's weighted average cost of debt was 3.7% per year.
- Net debt totalled USD 406.2M, with debt service ratios benefitting from low average interest costs and long amortisation periods. The trailing twelve month Net Debt to EBITDA was 2.7x.
- Cash, cash-equivalents, and short-term investments decreased from the previous quarter to USD 119.8M. At the end of the quarter, 95.0% of this amount was BRL-denominated. Subsequent to the quarter end, USD 20 M of BRL denominated cash reserves were converted and invested in USD.
- For 1H12, Cash Generated by Operations (see note 27 of the Financial statements for further detail) increased USD 10.6 M over the comparative period to USD 72.8M and together with USD 49.5M in new loan disbursements comfortably facilitated the cash investments in property plant and equipment (USD 78.8M) together with the annual dividend of USD18.1M paid.

| Corporate (USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Personnel Expenses | **-4.7** | **-12.1** | -61.3 | **-13.8** | **-17.2** | -19.5 |
| Other Operating Expenses | **-5.4** | **-2.5** | 118.7 | **-6.7** | **-4.7** | 41.9 |
| **EBITDA** | **-10.1** | **-14.9** | -31.9 | **-20.6** | **-21.9** | -6.0 |
| **Adjusted EBITDA *** | **-11.0** | **-12.5** | -12.2 | **-19.3** | **-22.2** | -13.1 |

* Excluding Long Term Incentive Plan ("LTIP") effect

## Corporate Costs

- The Company's Corporate activities include head-office and group support functions together with costs not allocated to the individual business operations.
- There was a slight improvement in the Company's Corporate Costs in the YTD comparison. This was mostly due to the BRL devaluation, as these expenses are predominantly denominated in Brazilian currency.
- In addition, end of period Corporate headcount was reduced after a number of internal projects were delivered as scheduled.

Port Terminals (Container Terminals + Brasco)

| | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 51.7 | 72.7 | -28.9 | 111.6 | 137.4 | -18.8 |
| Operating Profit (USD million) | 9.2 | 20.0 | -53.8 | 23.4 | 40.4 | -42.1 |
| Operating Margin (%) | 17.9 | 27.5 | -9.6 p.p. | 21.0 | 29.4 | -8.5 p.p. |
| EBITDA (USD million) | 14.8 | 24.5 | -39.8 | 34.5 | 48.9 | -29.5 |
| EBITDA Margin (%) | 28.6 | 33.7 | -5.2 p.p. | 30.9 | 35.6 | -4.7 p.p. |
| Adjusted EBITDA (USD million) * | 14.3 | 25.6 | -44.0 | 34.0 | 50.0 | -31.9 |

* Excluding Long Term Incentive Plan ("LTIP") effect

Container Terminals

| | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 43.0 | 53.7 | -20.0 | 90.5 | 102.0 | -11.3 |
| Operating Profit (USD million) | 7.2 | 15.2 | -52.7 | 18.4 | 31.8 | -42.2 |
| Operating Margin (%) | 16.8 | 28.3 | -11.6 p.p. | 20.3 | 31.2 | -10.9 p.p. |
| EBITDA (USD million) | 12.5 | 19.5 | -36.0 | 28.9 | 39.8 | -27.3 |
| EBITDA Margin (%) | 29.0 | 36.3 | -7.3 p.p. | 32.0 | 39.0 | -7.0 p.p. |
| Adjusted EBITDA (USD million) * | 12.0 | 20.6 | -41.5 | 28.5 | 40.8 | -30.3 |

* Excluding Long Term Incentive Plan ("LTIP") effect

Container Terminals Breakdown

| Net Revenues (USD millions) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Containers Handling | 26.2 | 35.4 | -26.0 | 55.9 | 65.0 | -14.1 |
| Warehousing | 8.6 | 9.5 | -9.7 | 18.0 | 19.4 | -7.2 |
| Other Services * | 8.3 | 8.9 | -6.8 | 16.6 | 17.6 | -5.4 |
| **Total** | 43.0 | 53.7 | -20.0 | 90.5 | 102.0 | -11.3 |

* Depot, energy supply, container monitoring, and other auxiliary services

Volume indicators (TEU '000)

| **Tecon Rio Grande** | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Deep Sea | 108.9 | 129.7 | -16.1 | 226.2 | 234.9 | -3.7 |
| Full | 69.6 | 71.5 | -2.6 | 140.1 | 133.6 | 4.9 |
| Empty | 39.3 | 58.3 | -32.6 | 86.1 | 101.4 | -15.1 |
| Cabotage | 15.9 | 15.5 | 2.6 | 25.2 | 26.1 | -3.4 |
| Full | 8.4 | 10.3 | -18.0 | 15.0 | 18.2 | -17.6 |
| Empty | 7.5 | 5.2 | 43.3 | 10.2 | 7.9 | 29.6 |
| Others* | 28.8 | 29.5 | -2.4 | 48.7 | 54.4 | -10.4 |
| Full | 26.5 | 26.1 | 1.8 | 44.5 | 49.8 | -10.7 |
| Empty | 2.3 | 3.4 | -34.2 | 4.3 | 4.6 | -7.5 |
| **Total Tecon Rio Grande** | 153.6 | 174.7 | -12.1 | 300.1 | 315.4 | -4.8 |
| **Tecon Salvador** | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
| Deep Sea | 36.9 | 35.6 | 3.6 | 74.0 | 71.1 | 4.1 |
| Full | 31.9 | 32.3 | -1.1 | 65.7 | 64.2 | 2.3 |
| Empty | 5.0 | 3.3 | 49.0 | 8.3 | 6.9 | 20.5 |
| Cabotage | 22.5 | 22.8 | -1.5 | 45.9 | 42.9 | 6.9 |
| Full | 10.3 | 9.4 | 9.5 | 20.2 | 18.1 | 11.5 |
| Empty | 12.1 | 13.4 | -9.2 | 25.7 | 24.8 | 3.5 |
| Others* | 3.4 | 2.9 | 17.4 | 6.4 | 9.1 | -30.1 |
| Full | 2.9 | 1.8 | 62.9 | 5.1 | 7.3 | -29.3 |
| Empty | 0.5 | 1.1 | -55.2 | 1.2 | 1.9 | -33.1 |
| **Total Tecon Salvador** | 62.8 | 61.3 | 2.4 | 126.3 | 123.2 | 2.5 |
| **Grand Total Tecons** | 216.3 | 236.0 | -8.3 | 426.4 | 438.6 | -2.8 |

* Shifting, Transhipment and Inland Navigation

Brasco

| | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 8.7 | 18.9 | -54.2 | 21.1 | 35.4 | -40.5 |
| Operating Profit (USD million) | 2.0 | 4.8 | -57.3 | 5.0 | 8.6 | -41.9 |
| Operating Margin (%) | 23.5 | 25.1 | -1.7 p.p. | 23.8 | 24.3 | -0.6 p.p. |
| EBITDA (USD million) | 2.3 | 5.0 | -54.3 | 5.5 | 9.1 | -39.2 |
| EBITDA Margin (%) | 26.5 | 26.5 | -0.1 p.p. | 26.3 | 25.8 | 0.6 p.p. |
| Vessel Turnarounds Total (#) * | 263 | 599 | -56.1 | 519 | 1,164 | -55.4 |

* Includes all base operations

Logistics

| | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 29.2 | 37.4 | -21.8 | 59.0 | 70.4 | -16.2 |
| Operating Profit (USD million) | 2.2 | 3.8 | -43.0 | 3.8 | 7.1 | -46.7 |
| Operating Margin (%) | 7.5 | 10.2 | -2.8 p.p. | 6.4 | 10.0 | -3.7 p.p. |
| EBITDA (USD million) | 4.6 | 6.6 | -31.2 | 8.8 | 12.3 | -28.9 |
| EBITDA Margin (%) | 15.6 | 17.8 | -2.1 p.p. | 14.9 | 17.5 | -2.6 p.p. |
| Adjusted EBITDA (USD million) * | 4.5 | 6.8 | -33.3 | 8.7 | 12.5 | -30.0 |
| # of Vehicle Movements (Trips) | 2,204 | 9,727 | -77.3 | 7,760 | 20,100 | -61.4 |
| # of Operations | 16 | 27 | -40.7 | 16 | 27 | -40.7 |

* Excluding Long Term Incentive Plan ("LTIP") effect

## Business Highlights

### Container Terminals

- Revenues were also lower as a result of a devaluation of the Brazilian currency, since most of the terminals' revenues are in BRL.
- Container Terminal revenues of USD 43.0M for the quarter and USD 90.5M YTD are down 20.0% and 11.3% respectively, negatively impacted by falls in volumes.
- EBITDA was similarly affected. Tecon Rio Grande's YTD cabotage full volumes are down 17.6% against the comparative with some particular constraint in rice volumes that have, subsequent to the quarter, shown some signs of recovery. Contributing to this fall in the cabotage of rice was an accumulated stock in the destination of the Northeast. The fact that rice prices have fallen has also contributed to producers holding sale.
- Tecon Rio Grande's 2Q12 deep-sea volumes were affected by frozen chicken exports with temporary production interruptions within a client's operations.
- Civil works related to the Tecon Salvador expansion continue to constrain growth of both:
  - storage revenues.
  - secondary quay movement, with a negative impact on general cargo and cabotage volume that showed only marginal increase in the period.
- A fall in transhipment levels (included in the "Others" line) is a result of a tendency of ship-owners, since the middle of 2011, to use their own ports for these lower-value cargo services.
- Importantly, the higher-yielding import volumes remained strong in both terminals with increases in the YTD deep-sea full TEU movement.
- Tecon Rio Grande and Tecon Salvador deep-sea volumes also benefited from improvements in exports.
- Tecon Rio Grande YTD deep-sea export and Import full volumes were higher compared to 2011. The import volume in the first half included cargo highlights of steel, plastic, glass, rubber parts and accessories.
- During the quarter, Tecon Rio Grande broke its individual ship service productivity record exceeding 121 movements/h.

### Brasco

- The end of the Petrobras operation in the public port of Rio de Janeiro in October/2011 was responsible for the drop in Brasco's Revenues which contributed approximately 30% of Brasco EBITDA in the comparatives. The closing of the Briclog acquisition remains unchanged for the final quarter of the year, as previously disclosed in April/2012.

### Logistics

- Logistics YTD EBITDA was hindered by one-time costs related to the discontinuation of certain low-margin operations at the end of 2011 and beginning of 2012 with focus now concentrated on more profitable operations, such as our bonded-warehousing and the logistics centres with the Itapevi (SP) operation starting in July 2012.
- Itapevi achieved close to 30% capacity utilisation in its first month of operation.
- EADI Santo André has remained active and shown positive growth.
- The new logistics centre in Suape (PE) is currently in the later stages of construction and expected to be operational by the end of the year.

## Business Highlights

### Towage

| Towage | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 41.1 | 40.2 | 2.4 | 81.5 | 76.4 | 6.8 |
| Operating Profit (USD million) | 9.9 | 6.8 | 44.4 | 13.3 | 14.9 | -10.6 |
| Operating Margin (%) | 24.0 | 17.0 | 7.0 p.p. | 16.3 | 19.5 | -3.2 p.p. |
| EBITDA (USD million) | 13.0 | 10.8 | 19.9 | 22.0 | 22.8 | -3.7 |
| EBITDA Margin (%) | 31.6 | 27.0 | 4.6 p.p. | 27.0 | 29.9 | -2.9 p.p. |
| Adjusted EBITDA (USD million) * | 12.7 | 12.2 | 4.1 | 22.0 | 22.8 | -3.7 |
| # of Manoeuvres | 12,483 | 12,888 | -3.1 | 25,907 | 26,052 | -0.6 |

* Excluding Long Term Incentive Plan ("LTIP") effect

| Net Revenue Breakdown (% of total Towage Revenues) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Harbour Manoeuvres | 87.7 | 85.5 | 2.2 p.p. | 87.1 | 85.7 | 1.4 p.p. |
| Special Operations | 12.3 | 14.5 | -2.2 p.p. | 12.9 | 14.3 | -1.4 p.p. |

| EBITDA Breakdown (% of total Towage EBITDA) | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Harbour Manoeuvres | 72.5 | 64.4 | 8.1 p.p. | 68.5 | 69.8 | -1.3 p.p. |
| Special Operations | 27.5 | 35.6 | -8.1 p.p. | 31.5 | 30.2 | 1.3 p.p. |

- Despite a slight drop in harbour manoeuvre volumes, revenues are up 1.7% in 2Q12 and 7% YTD as a result of differentiated pricing for larger ships with heavier average dead-weights.
- The Towage business has faced minor challenges this year after heavy rainfall limited the promising grain season from arriving for export in ports across Brazil.
- EBITDA dropped 3.7% in the 1H12 mainly as a result of a negative impact of a one-off cost in the amount of USD 1.7M due to beginning of the year changes in the accounting treatment for the Towage fuel inventory.
- Personnel expenses were also higher as a result of an 8% increase in Headcount in the YoY YTD comparison, and to the Long Term Incentive Plan ("LTIP).

### Offshore Vessels

| Offshore Vessels | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 11.7 | 10.1 | 15.4 | 21.0 | 17.0 | 23.3 |
| Operating Profit (USD million) | 2.8 | 0.2 | 1243.3 | 1.9 | -0.1 | n.a. |
| Operating Margin (%) | 24.1 | 2.1 | 22.0 p.p. | 8.9 | -0.8 | 9.7 p.p. |
| EBITDA (USD million) | 4.5 | 2.1 | 111.1 | 6.0 | 3.6 | 66.6 |
| EBITDA Margin (%) | 38.7 | 21.1 | 17.5 p.p. | 28.7 | 21.2 | 7.4 p.p. |
| Adjusted EBITDA (USD million) [1] | 4.4 | 2.3 | 90.3 | 6.0 | 3.8 | 56.1 |
| # of own OSVs (end of period) [2] | 13 | 11 | 18.2 | 13 | 11 | 18.2 |
| # of third party OSVs (end of period) [3] | 3 | 2 | 50.0 | 3 | 2 | 50.0 |
| # of Days in Operation [4] | 1,445 | 1,164 | 24.1 | 2,717 | 2,070 | 31.3 |

[1] Excluding Long Term Incentive Plan ("LTIP") effect
[2] Total number of WSUT owned vessels, of which Wilson Sons owns 50%
[3] Total number of WSUT leased vessels
[4] Considering total number of WSUT, of which Wilson Sons owns 50%

- The financial figures presented here correspond to Wilson Sons 50% participation in Wilson Sons Ultratug Offshore ("WSUT"). However, Offshore Vessels' operational data on the table to the left represents 100% of the business' figures.
- 2Q12 and YTD revenues improved 15.4% and 23.3% respectively over the comparative periods as result of a larger fleet and higher average daily rates.
- 2Q12 and YTD EBITDA improved 111.1% and 66.6% respectively benefiting from higher daily rates on new 4 year contracts for the vessels Albatroz and Gaivota as well as the commencement of operation of the vessel, Sterna.
- Three foreign-flagged AHTS have been used to supplement the domestic fleet to provide general support to clients in Brazil with flag cover contracts.

### Shipyard

| Shipyard | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 14.8 | 17.1 | -13.5 | 26.8 | 28.8 | -7.1 |
| Operating Profit (USD million) | 2.2 | 5.1 | -56.7 | 6.9 | 8.5 | -18.5 |
| Operating Margin (%) | 14.9 | 29.8 | -14.9 p.p. | 25.7 | 29.3 | -3.6 p.p. |
| EBITDA (USD million) | 2.3 | 5.1 | -54.9 | 7.0 | 8.5 | -17.5 |
| EBITDA Margin (%) | 15.7 | 30.0 | -14.4 p.p. | 26.3 | 29.6 | -3.3 p.p. |
| Adjusted EBITDA (USD million) * | 2.2 | 5.4 | -59.1 | 6.9 | 8.8 | -21.2 |
| # of OSVs under construction | 5 | 3 | 66.7 | 5 | 3 | 66.7 |

* Excluding Long Term Incentive Plan ("LTIP") effect

- 2Q12 and YTD Revenues are both down YoY mainly due to a weaker BRL/ USD rate given approximately 63% of the business' revenues are denominated in BRL.
- 2Q12 and YTD EBITDA are down due to margin efficiency in the comparative period and some pre-operational charges in 2Q12 related to the Guaruja II shipyard.
- PSV-Sterna was delivered during 1Q12, while PSV-Batuíra is expected to be launched in Aug/12. By the end of 2013, another 4 PSVs will be launched for WSUT. The Fugro contracted ROVSV is scheduled for completion in early 2014.
- Construction of tugboats for the Towage business is considered intercompany and, as such, tugboats can be observed as assets at cost in the consolidated balance sheet.

### Shipping Agency

| Shipping Agency | 2Q12 | 2Q11 | Chg. (%) | 1H12 | 1H11 | Chg. (%) |
|---|---|---|---|---|---|---|
| Net Revenues (USD million) | 5.5 | 4.9 | 12.8 | 11.2 | 8.8 | 27.0 |
| Operating Profit (USD million) | 0.5 | -0.7 | n/a | 0.4 | -0.8 | n.a. |
| Operating Margin (%) | 8.8 | -15.1 | 23.9 p.p. | 3.4 | -8.7 | 12.1 p.p. |
| EBITDA (USD million) | 0.5 | -0.7 | n.a. | 0.5 | -0.7 | n.a. |
| EBITDA Margin (%) | 10.0 | -14.0 | 24.0 p.p. | 4.5 | -7.5 | 12.0 p.p. |
| Adjusted EBITDA (USD million) * | 0.3 | -0.2 | n.a. | 0.3 | -0.1 | n.a. |
| # of Vessel Calls | 1,788 | 1,899 | -5.8 | 3,861 | 3,613 | 6.9 |
| BLs Issued | 25,971 | 17,605 | 47.5 | 51,299 | 32,211 | 59.3 |
| # of Containers Controlled | 47,257 | 29,380 | 60.8 | 89,592 | 54,378 | 64.8 |

* Excluding Long Term Incentive Plan ("LTIP") effect

- Revenues are up 27% as a result of higher overall volumes and a better average pricing.
- 1H12 EBITDA has shown healthy growth due to greater demand for agency services across the country.
- One highlight for the business in 2012 is a project of cargo management to bring a cement plant from China to Brazil.

## WILSON SONS LIMITED

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
## FOR THE PERIOD ENDED JUNE 30, 2012 AND 2011

(Amounts expressed in thousands, unless otherwise noted – Brazilian Real amounts are result of a Convenience Translation) - Unaudited

| | Three-month periods ended | | Six-month periods ended | | Convenience translation Three-month periods ended | | Convenience translation Six-month periods ended | |
|---|---|---|---|---|---|---|---|---|
| | **June 30, 2012 US$** | **June 30, 2011 US$** | **June 30, 2012 US$** | **June 30, 2011 US$** | **June 30, 2012 R$** | **June 30, 2011 R$** | **June 30, 2012 R$** | **June 30, 2011 R$** |
| Revenue | 153,997 | 182,315 | 311,161 | 338,948 | 311,274 | 284,612 | 628,951 | 529,133 |
| Raw materials and consumables used | (17,989) | (20,269) | (37,549) | (37,599) | (36,360) | (31,642) | (75,899) | (58,696) |
| Employee benefits expense | (61,610) | (71,387) | (126,580) | (119,932) | (124,532) | (111,442) | (255,856) | (187,226) |
| Depreciation and amortization expenses | (14,116) | (13,969) | (31,552) | (26,840) | (28,532) | (21,807) | (63,775) | (41,900) |
| Other operating expenses | (44,798) | (58,004) | (88,834) | (108,876) | (90,551) | (90,550) | (179,561) | (169,966) |
| Profit on disposal of property, plant and equipment | (9) | 1,058 | 5 | 1,088 | (18) | 1,652 | 11 | 1,698 |
| Finance income | (9,926) | 5,866 | (2,723) | 10,038 | (20,063) | 9,157 | (5,503) | 15,670 |
| Finance costs | (3,689) | (3,553) | (7,907) | (6,913) | (7,457) | (5,547) | (15,983) | (10,792) |
| Profit before tax | 1,860 | 22,057 | 16,021 | 49,914 | 3,761 | 34,433 | 32,385 | 77,921 |
| Income tax expense | (6,488) | (8,372) | (14,149) | (16,532) | (13,114) | (13,072) | (28,599) | (25,808) |
| Profit for the period | (4,628) | 13,685 | 1,872 | 33,382 | (9,353) | 21,361 | 3,786 | 52,113 |
| Profit for the period attributable to: | | | | | | | | |
| Owners of the Company | (4,444) | 13,692 | 1,794 | 33,177 | (8,982) | 21,371 | 3,629 | 51,793 |
| Non controlling interests | (184) | (7) | 78 | 205 | (371) | (10) | 157 | 320 |
| | (4,628) | 13,685 | 1,872 | 33,382 | (9,353) | 21,361 | 3,786 | 52,113 |
| Other comprehensive income | | | | | | | | |
| Exchange differences on translating | (9,787) | 4,509 | (7,167) | 6,425 | (19,782) | 7,040 | (14,487) | 10,030 |
| Total comprehensive income for the period | (14,415) | 18,194 | (5,295) | 39,807 | (29,135) | 28,401 | (10,701) | 62,143 |
| Total comprehensive income for the period attributable to: | | | | | | | | |
| Owners of the Company | (13,981) | 18,084 | (5,178) | 39,426 | (28,259) | 28,230 | (10,466) | 61,548 |
| Non controlling interests | (434) | 110 | (117) | 381 | (876) | 171 | (235) | 595 |
| | (14,415) | 18,194 | (5,295) | 39,807 | (29,135) | 28,401 | (10,701) | 62,143 |
| Earnings per share from continuing operations | | | | | | | | |
| Basic and diluted (cents per share) | (6,25c) | 19,25c | 2,52c | 46,63c | (12,63c) | 30,04c | 5,10c | 72,80c |

*Exchange rates*
*06/30/12 - R$2.0213/ US$1.00*
*12/31/11 - R$1.8758/ US$1.00*
*06/30/11 - R$1.5611/ US$1.00*

The accompanying notes are an integral part of the condensed consolidated financial statements.

# WILSON SONS LIMITED

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2012 AND DECEMBER, 2011

(Amounts expressed in thousands, unless otherwise noted – Brazilian Real amounts are result of a Convenience Translation)

| | | | Convenience translation | |
|---|---|---|---|---|
| | **2012 US$ (Unaudited)** | **2011 US$** | **2012 R$ (Unaudited)** | **2011 R$** |
| **ASSETS** | | | | |
| NON-CURRENT ASSETS | | | | |
| Goodwill | 15,612 | 15,612 | 31,557 | 29,285 |
| Other intangible assets | 30,303 | 28,546 | 61,251 | 53,547 |
| Property, plant and equipment | 763,688 | 725,859 | 1,543,642 | 1,361,566 |
| Deferred tax assets | 30,751 | 28,525 | 62,157 | 53,507 |
| Trade and other receivables | 25,728 | 28,240 | 52,004 | 52,972 |
| Long term- investments | 1,076 | 1,072 | 2,175 | 2,012 |
| Other non-current assets | 8,794 | 8,414 | 17,776 | 15,783 |
| Total non-current assets | 875,952 | 836,268 | 1,770,562 | 1,568,672 |
| CURRENT ASSETS | | | | |
| Inventories | 15,005 | 21,142 | 30,330 | 39,657 |
| Trade and other receivables | 147,146 | 135,517 | 297,426 | 254,203 |
| Short-term investments | - | 24,500 | - | 45,957 |
| Cash and cash equivalents | 119,766 | 112,388 | 242,082 | 210,817 |
| Total current assets | 281,917 | 293,547 | 569,838 | 550,634 |
| TOTAL ASSETS | 1,157,869 | 1,129,815 | 2,340,400 | 2,119,306 |
| EQUITY AND LIABILITIES | | | | |
| CAPITAL AND RESERVES | | | | |
| Share capital | 9,905 | 9,905 | 20,021 | 18,580 |
| Capital reserves | 94,324 | 94,324 | 190,658 | 176,932 |
| Profit reserve | 1,981 | 1,981 | 4,004 | 3,716 |
| Contributed surplus | 9,379 | 9,379 | 18,957 | 17,594 |
| Retained earnings | 334,340 | 350,616 | 675,802 | 657,685 |
| Translation reserve | 2,171 | 9,143 | 4,389 | 17,150 |
| Equity attributable to owners of the Company | 452,100 | 475,348 | 913,831 | 891,657 |
| Non-controlling interests | 2,030 | 2,147 | 4,103 | 4,028 |
| Total equity | 454,130 | 477,495 | 917,934 | 895,685 |
| NON-CURRENT LIABILITIES | | | | |
| Trade and other payables | 2,518 | 2,471 | 5,090 | 4,635 |
| Bank loans | 481,351 | 451.381 | 972,954 | 846,700 |
| Deferred tax liabilities | 25,103 | 26,093 | 50,741 | 48,945 |
| Provisions for tax, labor and civil risks | 13,439 | 13,378 | 27,163 | 25,094 |
| Obligations under finance leases | 3,030 | 3,278 | 6,125 | 6,149 |
| Total non-current liabilities | 525,441 | 496,601 | 1,062,073 | 931,523 |
| CURRENT LIABILITIES | | | | |
| Trade and other payables | 133,616 | 115,788 | 270,078 | 217,196 |
| Current tax liabilities | 3,124 | 3,472 | 6,314 | 6,512 |
| Obligations under finance leases | 2,946 | 3,787 | 5,954 | 7,104 |
| Bank overdrafts and loans | 38,612 | 32,672 | 78,047 | 61,286 |
| Total current liabilities | 178,298 | 155,719 | 360,393 | 292,098 |
| Total liabilities | 703,739 | 652,320 | 1,422,466 | 1,223,621 |
| TOTAL EQUITY AND LIABILITIES | 1,157,869 | 1,129,815 | 2,340,400 | 2,119,306 |

*Exchange rates*

*06/30/12 – R$2.0213/ US$1.00*
*12/31/11 – R$1.8758/ US$1.00*
*06/30/11 – R$1.5611/ US$1.00*

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

# WILSON SONS LIMITED

## CONSOLIDATED STATEMENTS OF CASH FLOWS
## FOR THE QUARTER ENDED JUNE 30, 2012 AND 2011

(Amounts expressed in thousands, unless otherwise noted – Brazilian Real amounts are the result of a Convenience Translation) - Unaudited

| | | | Convenience translation | |
|---|---|---|---|---|
| | **2012 US$** | **2011 US$** | **2012 R$** | **2011 R$** |
| NET CASH GENERATED BY OPERATING ACTIVITIES | 46,860 | 36,681 | 94,719 | 57,263 |
| CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Interest received | 5,443 | 4,146 | 11,002 | 6,472 |
| Proceeds on disposal of property, plant and equipment | (55) | 3,571 | (111) | 5,575 |
| Purchases of property, plant and equipment | (78,779) | (103,398) | (159,236) | (161,415) |
| Investment - short term and long term investment | 24,496 | 11,478 | 49,515 | 17,918 |
| Advance for future investment – Briclog | - | (6,406) | - | (10,000) |
| Net cash used in investing activities | (48,895) | (90,609) | (98,830) | (141,450) |
| CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Dividends paid | (18,070) | (18,070) | (36,525) | (28,209) |
| Repayments of borrowings | (14,627) | (13,069) | (29,566) | (20,403) |
| Repayments of obligation under finance leases | (1,221) | (3,950) | (2,468) | (6,167) |
| New bank loans raised | 49,618 | 41,790 | 100,293 | 65,238 |
| (Purchase) Sale of non-controlling interest in subsidiary | - | 669 | - | 1,045 |
| Net cash generated by financing activities | 15,700 | 7,370 | 31,734 | 11,504 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 13,665 | (46,558) | 27,623 | (72,683) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD | 112,388 | 118,172 | 210,817 | 196,898 |
| Effect of foreign exchange rate changes | (6,287) | 4,793 | (12,710) | 7,483 |
| Translation adjustment to Real | - | - | 16,354 | (12,419) |
| CASH AND CASH EQUIVALENTS AT END OF THE PERIOD | 119,766 | 76,407 | 242,084 | 119,279 |

*(*) Exchange rates for convenience translation*
*06/30/12 – R$2.0213/ US$1.00*
*12/31/11 – R$1.8758/ US$1.00*
*06/30/11 – R$1.5611/ US$1.00*

The accompanying notes are an integral part of the condensed consolidated financial statements.

# Company Fact Sheet

| Wilson Sons Limited | |
|---|---|
| Shares Outstanding | 71.144.000 |
| Free Float | 29.700.000 |
| BM&FBovespa | WSON11 |
| Website | www.wilsonsons.com.br/ir |
| Twitter | www.twitter.com/WilsonSonsIR |
| Youtube Channel | www.youtube.com/WilsonSonsIR |



| Investor Relations Contacts | Telephone | E-mail |
|---|---|---|
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| Eduardo Valença | +55 (21) 2126-4105 | evb@wilsonsons.com.br |
| George Kassab | +55 (21) 2126-4263 | grk@wilsonsons.com.br |



## Company Description

Wilson Sons, through its subsidiaries, is one of Brazil's largest providers of integrated port and maritime logistics and supply chain solutions. With a business track record of over 175 years, the Company has developed an extensive national network and provides a comprehensive set of services related to domestic and international trade, as well as to the oil and gas industry. Its principal operating activities are divided into the following lines of business: Port Terminals, Towage, Logistics, Shipping Agency, Offshore Vessels, and Shipyards.

## Corporate Structure


| Board Members | Position | Date of Election | Term of Office |
|---|---|---|---|
| José Francisco Gouvêa Vieira | Chairman | 27/04/2012 | 2013 |
| William Salomon | Deputy Chairman | 27/04/2012 | 2013 |
| Cezar Baião | Director | 29/04/2011 | 2013 |
| Felipe Gutterres | Director | 29/04/2011 | 2013 |
| Claudio Marote | Director | 29/04/2011 | 2013 |
| Andrés Rozental | Director | 29/04/2011 | 2013 |
| Paulo Fernando Fleury | Independent Director | 29/04/2011 | 2013 |

| Executive Directors | Position |
|---|---|
| Cezar Baião | CEO of Operations in Brazil |
| Felipe Gutterres | CFO of the Brazilian subsidiary & Investor Relations |
| Sergio Fisher | COO of Port Terminals and Logistics |
| Arnaldo Calbucci | COO of Towage, Offshore Vessels, Shipyard, and Shipping Agency |

| Financial Metrics | 2011 | 2010 | 2009 | 2008 | 2007 | 2006 |
|---|---|---|---|---|---|---|
| Net Revenues (USD M) | **698,0** | 575,6 | 477,9 | 498,3 | 404,0 | 334,1 |
| EBITDA (USD M) | **163,3** | 121,4 | 128,4 | 122,7 | 91,4 | 76,2 |
| EBITDA Margin (%) | **23%** | 21% | 27% | 25% | 23% | 23% |
| EBIT (USD M) | **103,8** | 78,5 | 96,3 | 96,4 | 72,3 | 64,0 |
| EBIT Margin (%) | **15%** | 14% | 20% | 19% | 18% | 19% |
| Net Income (USD M) | **37,3** | 70,5 | 90,0 | 46,9 | 57,8 | 43,5 |
| Net Margin (%) | **5%** | 12% | 19% | 9% | 14% | 13% |
| Earnings Per Share (USD) | **0,52** | 0,99 | 1,27 | 0,66 | 0,81 | 0,61 |
| Dividends (USD M) | **18,1** | 18,1 | 22,1 | 16,0 | 16,0 | n.a. |
| Dividens Per Share (USD) | **0,25** | 0,25 | 0,31 | 0,23 | 0,23 | n.a. |
| Total Assets (USD M) | **1.129,8** | 938,8 | 808,2 | 609,6 | 575,4 | 326,9 |
| Equity (USD M) | **477,5** | 465,0 | 423,5 | 332,2 | 321,6 | 145,0 |
| Total Liability (USD M) | **652,3** | 473,7 | 384,7 | 277,4 | 253,8 | 181,9 |
| Debt (- USD M) | **491,1** | 325,3 | 268,0 | 185,2 | 149,5 | 110,2 |
| Net Debt (- USD M) | **354,2** | 170,4 | 78,7 | 5,2 | -48,2 | 55,6 |
| CAPEX (USD M) | **262,9** | 166,8 | 149,6 | 93,5 | 99,2 | 42,2 |
| CAPEX / Net Revenues (%) | **38%** | 29% | 31% | 19% | 25% | 13% |

| Operating Metrics | 2011 | 2010 | 2009 | 2008 | 2007 | 2006 |
|---|---|---|---|---|---|---|
| Port Operations ('000 TEU) * | **901,3** | 928,7 | 888,3 | 865,1 | 899,5 | 883,8 |
| Tecon Rio Grande | **639,1** | 666,2 | 656,4 | 626,4 | 622,4 | 614,7 |
| Tecon Salvador | **262,2** | 262,5 | 231,9 | 235,8 | 253,5 | 252,8 |
| Towage (# of Manoeuvres) | **54.661** | 51.507 | 50.065 | 55.655 | 58.245 | 57.359 |
| Towage (% Special Operations) | **15%** | 16% | 14% | 9% | 8% | 1% |
| Towage (Tugboats Fleet) | **76** | 72 | 72 | 69 | 69 | 67 |
| Offshore Vessels (Days of Operation) ** | **4.971** | 3.067 | 2.045 | 1.359 | 962 | 729 |
| Offshore Vessels (OSV Fleet) ** | **17** | 10 | 7 | 5 | 3 | 2 |
| Shipyards (# of OSVs Delivered) | **2** | 3 | 2 | 2 | 1 | 0 |
| Shipyards (# of Tugboats Delivered) | **4** | 5 | 7 | 1 | 3 | 2 |
| Logistics (# of Operations) | **22** | 25 | 22 | 25 | 24 | 20 |
| Logistics (# of Vehicle Movements) | **34.851** | 72.083 | 51.591 | 70.818 | 68.721 | 63.183 |
| Shipping Agency (# of Vessel Calls) | **7.712** | 7.258 | 6.527 | 5.824 | 5.581 | 6.630 |
| Shipping Agency (# of BLs Issued) | **73.524** | 63.338 | 56.009 | 79.627 | 104.859 | 104.675 |
| Shipping Agency (# of Cntrs Controlled) | **138.081** | 117.888 | 111.652 | 162.018 | 207.515 | 190.368 |

* Including Public Port Operations on the years of 2006, 2007 and 2008

** Total number for the Joint Venture, of which Wilson, Sons owns 50%, and the leased OSVs

| Revenue Breakdown | 2011 | 2011 (% of Total) | 2010 | 2010 (% of Total) |
|---|---|---|---|---|
| Port Terminals | **271,8** | **39%** | 228,0 | 40% |
| Towage | **167,4** | **24%** | 156,2 | 27% |
| Offshore Vessels | **41,4** | **6%** | 28,0 | 5% |
| Logistics | **140,5** | **20%** | 102,4 | 18% |
| Shipyard | **56,7** | **8%** | 43,3 | 8% |
| Shipping Agency | **20,3** | **3%** | 17,6 | 3% |

| EBITDA Breakdown (Ex-Corp.) | 2011 | 2011 (% of Total) | 2010 | 2010 (% of Total) |
|---|---|---|---|---|
| Port Terminals | **91,3** | **44%** | 76,3 | 47% |
| Towage | **61,4** | **30%** | 53,4 | 33% |
| Offshore Vessels | **11,3** | **5%** | 13,1 | 8% |
| Logistics | **24,5** | **12%** | 13,1 | 8% |
| Shipyard | **15,3** | **7%** | 6,1 | 4% |
| Shipping Agency | **2,7** | **1%** | 0,8 | 0% |

| Cash & Leverage | 2011 | 2010 | 2009 | 2008 | 2007 | 2006 |
|---|---|---|---|---|---|---|
| Weighted Avg. Cost Debt (%) | **4,2%** | 4,4% | 4,3% | 4,6% | 4,6% | n.a |
| Net Debt / EBITDA | **-2,2x** | -1,4x | -0,6x | 0,0x | - | -0,7x |
| Debt in USD / Total Debt (%) | **91%** | 85% | 91% | 98% | 100% | 99% |
| FMM / Total Debt | **73%** | 76% | 86% | 86% | 84% | 71% |
| Cash & Equivalents (USD M) | **136,9** | 154,9 | 189,3 | 180,0 | 197,7 | 54,6 |

| CAPEX Plan | 2012 | 2013 | 2014 | 2015-17 | Total |
|---|---|---|---|---|---|
| Port Terminals | 48,7 | 35,3 | 13,4 | 55,9 | 153,2 |
| Towage | 50,1 | 56,2 | 47,5 | 182,5 | 336,2 |
| Offshore Vessels | 70,2 | 112,1 | 141,1 | 477,2 | 800,6 |
| Shipyards | 67,6 | 21,0 | 21,0 | 45,9 | 155,5 |
| Others* | 16,2 | 14,3 | 15,5 | 55,1 | 101,0 |
| **Total** | **252,7** | **238,9** | **238,6** | **816,5** | **1.546,7** |

## Analyst Coverage

| Bank | Analyst | E-mail |
|---|---|---|
| Ativa Corretora | Mônica Araújo | maraujo@invistaativa.com.br |
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| Bradesco | Edigimar Maximiliano | maximiliano@bradescobbi.com.br |
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| Santander | Pedro Balcão | pbalcao@santander.com.br |
| Seymour Pierce | Kevin Lapwood | kevinlapwood@seymourpierce.com |
| Votorantim Corretora | Sami Karlik | sami.karlik@votorantimcorretora.com.br |

## Stock Performance relative to IBOVESPA

Period Since Wilson, Sons IPO issued in April 2007