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Expert Opinion

For the public tender offer by CMA CGM S.A. for all publicly held registered shares of CEVA Logistics AG

25 January 2019

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Content

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Introduction

1 Introduction

1.1 Background

CEVA Logistics AG ("CEVA") is a leading logistic service provider listed on the SIX Swiss Exchange.

CEVA Logistics AG ("CEVA") is one of the world's leading third-party logistics companies, offering a broad spectrum of services in both contract logistics and freight management. Established in 2007 through the merger of TNT Logistics and Eagle Global Logistics, the company is headquartered in Baar, Switzerland and generated in 2017 revenue of USD 7 billion and an adjusted EBITDA of USD 280 million. Since its successful IPO on 4 May 2018, CEVA is listed on SIX Swiss Exchange and has currently a market capitalization of CHF 1.6 billion. As of 31 December 2018 CEVA had 55.20 million registered shares (with restricted transferability) outstanding with a nominal value of CHF 0.10 ("shares")[1].

On 25 October 2018 CEVA and CMA CGM made public the extension of their Strategic Partnership. In addition, CMA CGM announced its intention to launch a public tender offer of CHF 30.00 per CEVA share.

On 11 October 2018 the board of directors of CEVA received an unsolicited proposal by DSV A/S ("DSV"), a Danish transport and logistic company, to acquire CEVA for a price per share of CHF 27.75. The board of directors rejected the offer of DSV and allowed CEVA's major shareholder CMA CGM S.A. ("CMA CGM") to increase its stake to 33%. On 18 October 2018, DSV increased its original price offer to CHF 30.00 per share but withdraw its proposal on 23 October 2018 after the board of directors of CEVA did not agree immediately to enter into direct negotiations with DSV. Instead, CEVA announced the extension of the Strategic Partnership between CEVA and CMA CGM on 25 October 2018. The two parties believe that the Strategic Partnership will create substantial added value not only due to synergies out of the transfer of the fright management activities of CMA CGM to CEVA but also due to the close co-operation between CEVA and CMA CGM. The main elements of the agreement between CEVA and CMA CGM are:[2]

1 SIX Swiss Exchange & excerpt from the commercial register of CEVA, 25 January 2019.
2 CEVA: Road Show Presentation, November 2018, p. 26.

- CMA CGM offers to the remaining shareholders of CEVA a price per share of CHF 30.00 (“public tender offer”).
- CEVA will acquire the fright management activities of CMA CGM (“CCLog”) for USD 105 million (cash free/debt free) after the settlement of the offer.
- The shares of CEVA shall maintain its listing on the SIX Swiss Exchange with a significant free float.

Therefore, the shareholders of CEVA have the following two options depending on their assessment of the future development of CEVA:

- Shareholders who do not believe in the future benefits out of the Strategic Partnership between CMA CGM and CEVA can tender their shares at a price of CHF 30.00.
- Shareholders who believe in the future benefits out of the Strategic Partnership remain invested in CEVA and have the potential to realize in the mid-term considerably more value than is built into the offer price.

On 26 November 2018, CMA CGM made the pre-announcement of the public tender offer. Due to timing aspects of outstanding regulatory approvals the Swiss Takeover Board approved the extension of the deadline to publish the offer prospectus for the public tender offer to 28 January 2019.

1.2 Our mandate

The present Expert Opinion provides a valuation analysis of CEVA within the proposed transaction.

IFBC AG („IFBC“) was mandated on 7 January 2019 by the board of directors of CEVA with the preparation of an independent valuation report (“Expert Opinion”) for the public tender offer for all publicly held registered shares of CEVA.

This report was prepared to support the board of directors of CEVA on the decision regarding the public tender offer by CMA CGM. It is for the strictly use for the financial assessment of CMA CGM's offer by the board of directors of CEVA only. This Expert Opinion is not a recommendation to any shareholder of CEVA as to how the shareholder should act with respect to the proposed transaction or any matter relating hereto.

IFBC is an independent corporate finance advisor and does not receive any compensation depending of the result of the valuation analysis or of the success of the proposed transaction.

IFBC issues this Expert Opinion as an independent corporate finance advisor and will receive usual marketable fees for its services. IFBC does not receive any compensation that depends on the statements in this valuation report nor is IFBC entitled to receive a success fee if the proposed transaction is successfully completed. IFBC confirms that it is independent of the involved parties. IFBC also confirms that it is authorized to issue fairness opinions according to the applicable Art. 30 para. 6 of the takeover ordinance and that it is independent of the target company.

When preparing our valuation analyses, we relied on the accuracy and completeness of the information received by the management of CEVA. We further have assumed that the information received has been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of management of CEVA. Our responsibility is limited to accuracy and professional valuation and plausibility of the provided information and calculation. In particular, no audit or due diligence was performed by IFBC.

This Expert Opinion was handed out to the board of directors of CEVA on 25 January 2019. The valuation date is 25 January 2019. According to the management of CEVA, no significant events and transactions occurred between 31 December 2018 and the publication of the valuation report.

1.3 Sources

Among others, our valuation work is based on the analysis of the following information:

- Audited annual report 2015 to 2017 of CEVA (consolidated)
- Unaudited quarter three interim financial statements 2018 as of 30 September 2018
- Preliminary information on certain balance sheet positions as well as employee stock options and restricted share units of CEVA as of 31 December 2018
- Business plan of CEVA as of 11 January 2019 incl. profit & loss and cash flow statement ("MARS Plan")
- Excerpt from the commercial register of CEVA as of 25 January 2019
- Other public available data of CEVA such as the IPO prospectus of CEVA as of 19 April 2018, offering circular on the EUR 300 million senior secured notes due 2025 as of 27 July 2018 and the Road Show Presentation, November 2018
- Capital market and financial data of selected comparable companies (source: Bloomberg)
- Data from selected comparable transactions, based on publicly available information
- Other publicly available information
- Management discussions

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Valuation analysis

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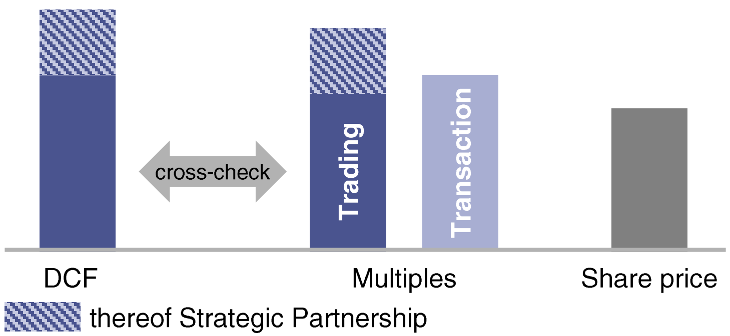
2 Valuation analysis

2.1 Valuation approach

According to best practice we basically focus on the DCF approach to value CEVA. In addition, we apply Trading and Transaction Multiples as well as a share price analysis.

We base our valuation analysis on the consolidated business plan of CEVA ("MARS Plan"). The MARS Plan considers the future development of the existing business of CEVA as well as the estimated financial impacts out of the acquisition of CCLog and the industrial partnership between CEVA and CMA CGM (together "Strategic Partnership").[3] This allows us to perform a valuation for CEVA on a consolidated basis and additionally analyzing the valuation impacts out of the Strategic Partnership.

To value CEVA we apply the discounted cash flow approach ("DCF approach"). To cross-check the resulting DCF-values we use "Trading Multiples“ as well as prices paid in comparable transactions ("Transaction Multiples“)[4]. In addition we analyse the market liquidity of the CEVA shares and compare the share price with the resulting value per share. The relevant valuation date is 25 January 2019.



3 See also chapter 2.2.

4 Can only be applied on the business plan of the current activity of CEVA as no EBITDA 2018 is available for the CMA CGM effect.

Introduction to the DCF approach

Using the DCF approach for company valuation is in line with corporate finance theory as well as best practice. In general the value of a company results by discounting the expected future free cash flows ("FCF") with the weighted average cost of capital ("WACC") to the defined valuation date.

Following the DCF approach the expected free cash flows until 2023 are determined according to the business plan of CEVA. In order to take the cash flows after the business plan period into account, the future value of the free cash flows is calculated ("terminal value", "TV").

The expected free cash flows of the planning period as well as the calculated terminal value are then discounted to 31 December 2018 by applying an appropriate WACC for CEVA. Adding non-operating assets – if existing – and subtracting the financial debt and debt-like items – if existing – results in the fair value of equity as of 31 December 2018. The resulting equity value is then compounded in order to receive an equity value as per valuation date (25 January 2019). As the MARS Plan is denominated in USD the equity value in USD has to be converted into CHF applying the current exchange rate. The resulting equity value is then divided with the current number of shares outstanding in order to receive the value per share as of 25 January 2019.

Introduction to the Multiples Analysis

The Trading and Transaction Multiples valuations are used to cross-check the value per share resulting from the DCF calculation. For the Trading Multiples valuation a peer group consisting of comparable listed companies has to be defined.[5] For each selected company the EBITDA-multiple is calculated by setting the total enterprise value (equity value plus net debt) in relation to their EBITDA. The median of all EBITDA-multiples of the peer group companies is then applied to calculate the equity value of CEVA

5 A detailed list of the peer group companies for the Trading Multiples analysis can be found in the appendix.

considering the estimated EBITDA and taking the forecasted cash and cash equivalents and financial debt and debt-like items as of 31 December 2018 into account. This equity value as of 31 December 2018 is then compounded to the valuation date of 25 January 2019 converted from USD into CHF and divided by the total number of shares outstanding in order to calculate the value per share in CHF.

The Transaction Multiples valuation is performed the same way as the Trading Multiples valuation, but the peer group consists of comparable listed as well as privately held companies acquired in transactions.

2.2 Business plan

The business plan applied within this Expert Opinion is in line with the EBITDA guidance outline in the Road Show Presentation in November 2018.

The valuation of CEVA is based on the business plan provided by the management dated 11 January 2019. The MARS Plan was developed based on a detailed bottom-up analysis per region and segment respectively in local currencies and was transferred into USD using constant exchange rates.

The MARS Plan which is applied for our valuation analysis is in line with the key assumptions of CEVA published in November 2018.[6] According to the Road Show Presentation the CEVA management expects to generate revenues of more than USD 9 billion in 2021 and to increase the adjusted EBITDA[7] from USD 280 million in 2017 to USD 470 – 490 million in 2021. Compared to the EBITDA-Target 2021 announced in the IPO ("Initial public offer") process the new EBITDA-estimate for 2021 is by USD 90 – 110 million higher. In the long run, management expects to increase the adjusted EBITDA even by USD 160 million due to the following strategic initiatives:

1. An **accelerated structural transformation** within CEVA will increase the run-rate basis by USD 80 million.

[6] CEVA: Road Show Presentation, November 2018.
[7] EBITDA incl. CEVA's share of the Anji-Joint Venture EBITDA contribution, before specific items and share based compensation.

2. Management expects that the **acquisition of CCLog** will contribute an additional USD 50 million to the long term expectation of the adjusted EBITDA. This includes USD 30 million expected synergies between CEVA and CCLog.
3. In addition, management estimates about USD 30 million EBITDA improvement out of the **industrial partnership between CEVA and CMA CGM.** This amount shall be saved by the joint use of the back office capabilities as well as using the higher purchasing power of CEVA and CMA CGM.

In order to enable the synergy potential of CCLog and CMA CGM, restructuring costs of about USD 40 million in total are expected.

The MARS Plan considers the expected effects out of all three initiatives including the restructuring costs. This allows us to perform a valuation for CEVA on a consolidated basis (incl. all three initiatives and the estimated restructuring costs) and additionally analyze the valuation impacts out of the Strategic Partnership (acquisition of CCLog and industrial partnership between CEVA and CMA CGA).

2.3 Valuation results

2.3.1 Discounted cash flow analysis

For the DCF analysis the expected future free cash flows are discounted with a WACC of 8.25%.

The free cash flows for the period between 2019 and 2023 used for the DCF analysis are calculated based on the MARS Plan described in chapter 2.2 and taking also the change in operating cash into account. For the cash flow after the years 2023 – which are summarised in the terminal value – we apply an inflationary growth of 2.0% in line with the WACC determination.

Sensitivity analysis of value per share as of 25 January 2019 (in CHF)

MARS Plan

Delta EBITDA margin in TV	WACC 8.50%	8.38%	8.25%	8.13%	8.00%
25.0 bps	41.2	42.8	44.3	46.0	47.7
12.5 bps	39.4	40.9	42.4	44.0	45.6
0.0 bps	37.6	39.0	40.5	42.0	43.6
-12.5 bps	35.7	37.1	38.5	40.0	41.6
-25.0 bps	33.9	35.2	36.6	38.0	39.5

MARS Plan w/o Strategic Partnership

Delta EBITDA margin in TV	WACC 8.50%	8.38%	8.25%	8.13%	8.00%
25.0 bps	31.4	32.7	34.0	35.4	36.8
12.5 bps	29.8	31.0	32.3	33.6	35.0
0.0 bps	28.1	29.3	30.6	31.8	33.2
-12.5 bps	26.5	27.6	28.8	30.1	31.4
-25.0 bps	24.9	26.0	27.1	28.3	29.5

Source: IFBC.

The free cash flows as well as the terminal value are discounted with a WACC of 8.25%.[8] From the resulting operating enterprise value as of 31 December 2018 we deduct the forecasted amount of debt and debt-like-items as well as the market value of the minority interests as of 31 December 2018. In addition, the excess cash forecasted by the management of CEVA as of 31 December 2018 as well as other non-operating assets which have not been considered within the free cash flow calculation are added. The resulting equity value of CEVA as of 31 December 2018 is finally compounded to the valuation date 25 January 2019 and then converted from USD into CHF, applying an exchange rate of 0.9954[9]. This results in an equity value as of 25 January 2019 of CHF 2.25 billion. Thereof CHF 0.55 billion can be attributed to the agreed Strategic Partnership between CEVA and CMA CGM. Therefore, if one assumes no benefits out of this Strategic Partnership the equity value of CEVA is CHF 1.70 billion.

As of 31 December 2018 a total of 55’203’096 shares are outstanding.[10] According to management, CEVA holds currently 4’617 treasury shares. In addition, the dilutive effect of the outstanding employee stock options and restricted share units are also taken into account using the treasury stock method. Dividing the equity value as of 25 January 2019 by the total diluted number of shares of 55’575’743 results in a value per share of CHF 40.5 based on the MARS Plan. If one does not consider potential future benefits out of the Strategic Partnership between CEVA and CMA CGM a value per share of CHF 30.6 results.

The tables on the left show sensitivity analyses for the value per share based on the MARS Plan and the MARS Plan without the expected effects out of the Strategic Partnership. Thereby, the valuation impact of a change of the EBITDA margin in the terminal value (TV) and the WACC by ± 25 basis points leads to a value range between CHF 33.9 and CHF 47.7 for the MARS Plan and CHF 24.9 and CHF 36.8 without the effects out of the Strategic Partnership.

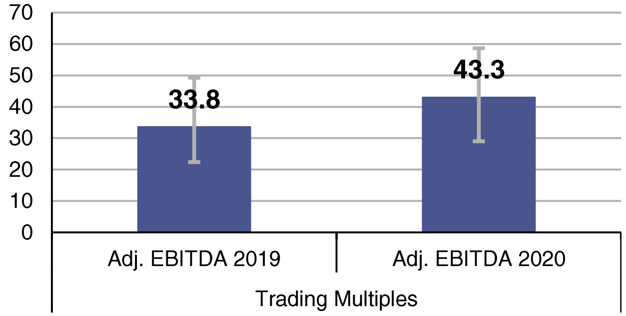
8 See appendix for details on the calculation of the WACC.

9 USD/CHF-spot rate as of 25 January 2019, Source: Bloomberg.

10 Source: CEVA management.

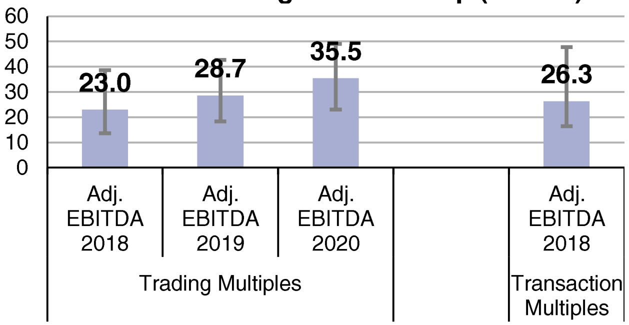
2.3.2 Multiples analysis

Value per share as of 25 January 2019 based on MARS Plan (in CHF)



Range defined with the 25% and 75% quartile.
Source: Bloomberg, analysis: IFBC.

Value per share as of 25 January 2019 based on MARS Plan w/o Strategic Partnership (in CHF)



Range defined with the 25% and 75% quartile.
Source: Bloomberg, analysis: IFBC.

The DCF-values are cross-checked with Trading Multiples of comparable quoted companies as well as Transaction Multiples of comparable transactions. The explanatory power of the multiples valuations is limited. Although only companies operating in the same sector were selected the specific business models and the individual situation of the peer group companies can be different.

For the valuation of CEVA based on Trading Multiples the adjusted EBITDA[11] forecasts for 2019 and 2020[12] of the MARS Plan are multiplied with the corresponding median multiple of the peer group.[13] Because operating cash needs of peer group companies are unknown the equity value of CEVA as of 31 December 2018 is correspondingly calculated on a net debt basis. In line with the DCF valuation of CEVA certain non-current assets, debt-like items and the market value of minority interests are considered. Compounded with the WACC it finally results in a range for the value per share between CHF 33.8 and CHF 43.3 as of 25 January 2019 for the MARS Plan.

The Trading Multiple analysis based on the MARS Plan without the expected effects of the Strategic Partnership can also consider the adjusted EBITDA 2018 besides the adjusted EBITDA 2019 and 2020.

Based on the median EBITDA-multiples for 2018 – 2020 and the expected EBITDA of CEVA without considering the effects out of the Strategic Partnership leads to a value range of CHF 23.0 to CHF 35.5.

Comparable transactions between January 2014 and December 2018 were analyzed for the valuation using the Transaction Multiples approach. The resulting median of the Transaction Multiples is applied to the EBITDA 2018 of the MARS Plan without the potential effects out of the Strategic Partnership between CEVA and CMA CGM.

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[11] EBITDA incl. Anji-Joint Venture and excluding specific items and one-offs.

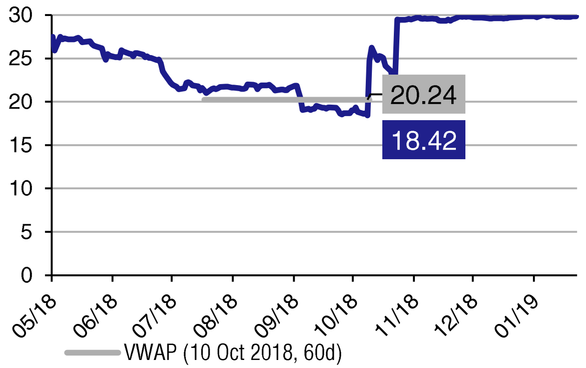
[12] Since the EBITDA 2018 does not consider the effects of the Strategic Partnership, the EBITDA 2018 was not considered in the multiple analysis.

[13] For details on the applied Trading Multiples see appendix.

The average transaction volume of the comparable companies is well below the market capitalization of CEVA, which is why the implicit size premiums in the comparable transactions are higher. In the valuation based on the Transaction Multiples, we take this relative difference in the implicit size premiums into account accordingly. Using the same calculation methodology as for the valuation based on Trading Multiples the value per share amounts to CHF 26.3 if one does not consider the potential effects out of the Strategic Partnership.

2.3.3 Share price

CEVA share price as of May 2018 (in CHF)



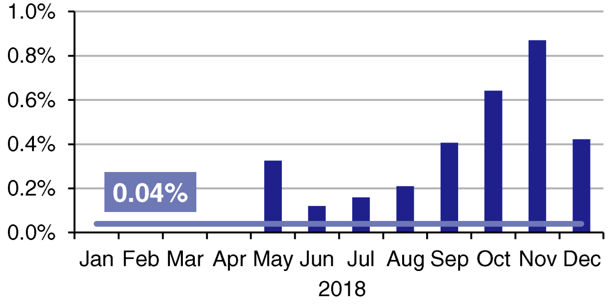
Source: Bloomberg, analysis: IFBC.

CEVA shares were listed on the SIX Swiss Exchange on 4 May 2018.

After the IPO the share price moved downwards from CHF 27.50 on 4 May 2018 to CHF 18.42 on 10 October 2018, the day before DSV announced their interest to acquire CEVA. The cash offer of CHF 30.00 is 63% higher than this last price prior to announcement of the unsolicited offer of DSV (CHF 18.42). Compared to the volume weighted average price ("VWAP") of CHF 20.24 of the last 60 trading days prior to 10 October 2018, the cash offer represents a premium of 48%. This premium is above the long term median premium paid within voluntary public tender offers in Switzerland.[14]

[14] See appendix.

Median of the number of traded shares in % of free float per month



Source: Bloomberg, analysis: IFBC.

According to applicable takeover law, shares of companies not listed in the Swiss Leader Index (”SLI”) are liquid ”if the monthly median of the daily volume of a security relative to its free float has been at least equal to 0.04% over 10 of the 12 months prior to the publication of the offer or prior announcement”.[15]

The shares of CEVA have been traded only since 4 May 2018 and therefore the rule of the Circular No. 2 of the Swiss Takeover Board (“TOB”) cannot be applied. However, the relevant median of the daily trading volume exceeded the benchmark of 0.04% of the free float of CEVA in each month after the IPO. This is particularly true for the months prior to the announcement of DSV on 11 October 2018. Although the CEVA shares do not fulfill the requirements of the TOB for a liquid share it makes sense to consider the share price when assessing the offer from a financial perspective.

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[15] See Swiss Takeover Board: TOB Circular No. 2 on liquidity in the context of takeover law, 26 February 2010.

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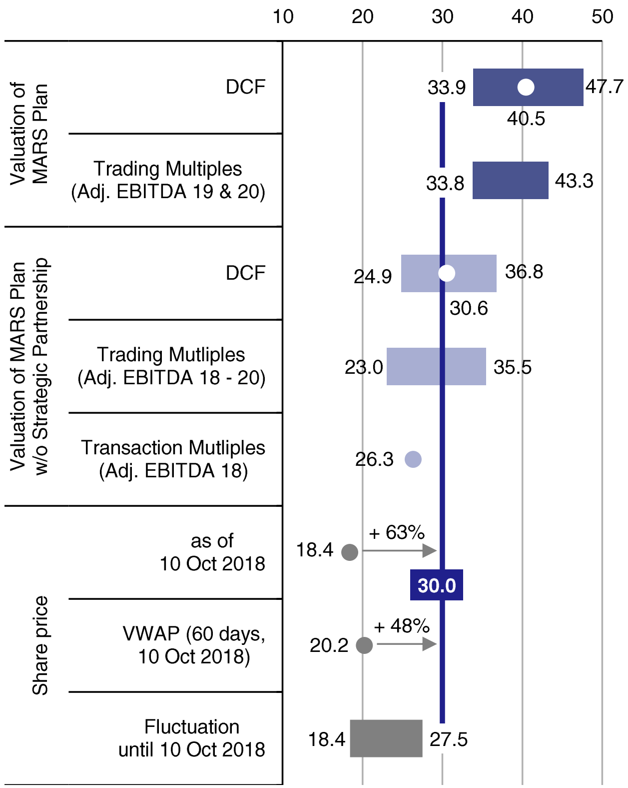
Conclusion

3 Conclusion

Overview of the valuation results for CEVA as of 25 January 2019 (value per share in CHF)



Source: IFBC.

IFBC arrives at the following assessment on the basis of the analyses described above, the value considerations derived from them and the evaluation and assessment of all information provided:

- According to best practice we applied a set of valuation methodologies to determine the value per share of CEVA.
- The valuation of the MARS Plan using the DCF method results in a value per share of CHF 40.5 with a valuation range between CHF 33.9 and CHF 47.7 as of 25 January 2019. Within this Expert Opinion, we attach the highest relevance to the result of the DCF analysis, as this approach best takes the company-specific circumstances of CEVA into account.
- The valuation of the MARS Plan based on Trading Multiples results in a range for the value per share of between CHF 33.8 and CHF 43.3 as of 25 January 2019.
- Although the peer group companies were selected very carefully, we assess the explanatory power of the multiples valuation approach to be fairly limited because the specific situation of the peer group companies do not fully reflect the specific situation and development of CEVA. Additionally the applied EBITDA-levels of CEVA for the years 2019/2020 do not consider the full effect of the Strategic Partnership.

If shareholders do not believe in positive effects out of the Strategic Partnership between CEVA and CMA CGM they have the possibility to tender their shares at a price of CHF 30.0 each. Based on this assumption and our analysis we assess this option as follows:

- Applying the DCF approach, the valuation of the MARS Plan without considering the effects out of the Strategic Partnership leads to a value per share of CHF 30.6 with a valuation range between CHF 24.9 and CHF 36.8 as of 25 January 2019.
- Using trading multiple analysis results in a value per share between CHF 23.0 and CHF 35.5.

- Applying Transaction Multiples leads to a value per share of CHF 26.3 as of 25 January 2019 if one does not believe in the expected effects out of the Strategic Partnership.
- The offer of CMA CGM of CHF 30.0 per share is 63% above the unaffected share price as of 10 October 2018 (the last trading day prior to the publication of the unsolicited offer of DSV) of CHF 18.4 and 48% above the volume weighted average price of the 60 days prior to 10 October 2018 of CHF 20.2.

The DCF valuation of the MARS Plan determines a value per CEVA share of CHF 40.5. Therefore, we come to the conclusion that shareholders remaining invested in CEVA have the potential to realize in the mid-term considerably more value than is covered in the offer price of CHF 30.0. However, for those shareholders who do not believe in the effects out of the Strategic Partnership (acquisition of CCLog and the industrial partnership between CEVA and CMA CGM) the offer price of CHF 30.0 per share is reasonable from a financial perspective.

Zurich, 25 January 2019

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Appendix

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4 Appendix

4.1 Weighted average cost of capital

Parameter	In CHF	Comment
Inflation	2.00%	■ Rounded revenue weighted long term inflation rate, based on billing currencies taking currencies with a revenue share of above 5.0% into account. ■ Source: Company information and IMF, World Economic Outlook, October 2018.
Minimum real risk free rate	1.00%	■ A sustainable real risk free rate of 1.00% is applied in the current low interest rate environment.
Risk free rate (equity)	3.00%	
Market risk premium	5.00%	■ The market risk premium reflects the long term difference between the return of a market portfolio and the risk-free rate. It reflects the additional premium an investor expects of an investment in stocks compared to a risk-free investment. According to best practice a sustainable market risk premium of 5.00% is applied. ■ Source: IFBC.
Unlevered beta	0.85	■ The unlevered beta captures the systematic, non-diversifiable risk of a comparable, unlevered company. ■ The rounded unlevered beta is calculated as of 31 December 2018 based on weekly returns over 2 years (see appendix). ■ Source: Bloomberg.
Leverage factor	0.31	■ Calculation of the leverage factor under consideration of the target capital structure and the corresponding relevant tax rate (Hamada approach).
Levered beta	1.12	■ The levered beta reflects the systematic risk and includes the operating as well as the financial risk of a company.
Small cap premium	1.50%	■ Empirical evidence and practice show that smaller companies have significantly higher cost of equity then comparable larger companies. ■ Due to that fact, a size premium is added to the CAPM. The size premium is statistically determined based on the market capitalization of the company. ■ Based on the current market capitalization of CEVA of CHF 1.6 billion a low cap premium of 1.5% (rounded to 25 basis points) is applied. ■ Source: Bloomberg, Duff & Phelps.
Cost of equity	**10.08%**	

Parameter	In CHF	Comment
Cost of equity	**10.08%**	
Share of equity	**70.00%**	■ Definition of a target capital structure taking the current structure, the planned delevering as well as the current capital structure of the peer group (at market value) into account. ■ Source: CEVA management, Bloomberg.
Risk free rate (debt)	2.50%	■ Lower risk free interest rate (debt) compared to risk free interest rate (equity) due to different assumptions regarding the durations of the two financing instruments.
Credit spread	3.40%	■ Weighted credit spread of CEVA based on specific terms of the refinancing of CEVA in August 2018.
Cost of debt	**5.90%**	
Tax rate	26.87%	■ Expected long term tax rate of CEVA ■ Source: CEVA management.
Tax adjusted cost of debt	**4.31%**	
Share of net debt	**30.00%**	■ Definition of a target capital structure taken the current structure, the planned delevering as well as the current capital structure of the peer group (at market value) into account. ■ Source: CEVA management, Bloomberg.
WACC (nominal, rounded)	**8.25%**	

4.2 Beta analysis as of 31 December 2018

Company	Country	Tax[1)]	Leverage[2)]	Levered adj. Beta[3)]	Unlevered adj. Beta	Market to book (clo.) 12/2018	Equity ratio (market value, avg.) 12/2018
Ceva Logistics AG	Switzerland	18%	0.65	n/a	n/a	6.2	56%
Agility Public Warehousing Co KSC	Kuwait	15%	0.08	1.33	1.23	1.2	90%
CH Robinson Worldwide Inc	United States	27%	0.07	0.91	0.85	7.4	92%
DSV A/S	Denmark	22%	0.07	0.95	0.88	5.1	94%
Expeditors International of Washington Inc	United States	27%	0.00	1.08	1.08	6.0	100%
Hitachi Transport System Ltd	Japan	31%	0.25	0.86	0.69	1.6	78%
ID Logistics Group	France	33%	0.03	0.78	0.76	4.0	96%
Kerry Logistics Network Ltd	Hong Kong	17%	0.17	0.82	0.70	1.0	83%
Kuehne + Nagel International AG	Switzerland	18%	0.00	0.82	0.82	7.2	100%
Nippon Express Co Ltd	Japan	31%	0.21	1.05	0.87	1.1	77%
Panalpina Welttransport Holding AG	Switzerland	18%	0.01	0.97	0.96	5.5	96%
Sinotrans Ltd	China	25%	0.03	1.00	0.97	0.8	88%
Wincanton PLC	Britain	19%	0.08	0.93	0.87	-3.3	90%
XPO Logistics Inc	United States	27%	0.40	1.26	0.90	1.7	74%
Median			**0.07**	**0.95**	**0.87**	**2.8**	**90%**

Notes:

1) Sources: KPMG, 2019, Corporate Tax Rates Table, January 2019.

2) Leverage = 2 years average (net debt (1-tax) / equity)), equity @ market value.

3) Source: Bloomberg, adj. weekly beta (2 years), January 2019.

4.3 Trading Multiples

Company	Local currency (LC)	Market cap as of 31/12/2018 in LCm	Enterprise value as of 31/12/2018* in LCm	EBITDA annualised in LCm 12/2018F	EV/EBITDA Multiples 12/2018F	12/2019BP	12/2020BP
Ceva Logistics AG	USD	1'671	3'018	217	13.9x	10.9x	9.6x
Agility Public Warehousing Co KSC	KWD	1'160	1'395	n/a	n/a	n/a	n/a
CH Robinson Worldwide Inc	USD	11'786	12'830	987	13.0x	12.1x	11.5x
DSV A/S	DKK	79'452	86'235	6'255	13.8x	12.8x	12.0x
Expeditors International of Washington Inc	USD	12'064	11'075	839	13.2x	12.4x	11.8x
Hitachi Transport System Ltd	JPY	348'036	490'680	50'806	9.7x	9.2x	8.8x
ID Logistics Group	EUR	688	730	79	9.2x	7.7x	6.9x
Kerry Logistics Network Ltd	HKD	19'758	26'910	2'892	9.3x	8.6x	8.0x
Kuehne + Nagel International AG	CHF	15'162	15'354	1'221	12.6x	11.7x	10.9x
Nippon Express Co Ltd	JPY	587'569	950'632	125'946	7.5x	7.3x	7.1x
Panalpina Welttransport Holding AG	CHF	3'110	3'275	267	12.3x	10.9x	9.6x
Sinotrans Ltd	CNY	18'063	25'370	4'498	5.6x	5.4x	4.8x
Wincanton PLC	GBP	304	364	64	5.7x	5.4x	5.2x
XPO Logistics Inc	USD	7'792	12'060	1'577	7.6x	6.8x	6.0x
75%-quartile					13.0x	11.7x	10.9x
Median					**9.7x**	**9.2x**	**8.8x**
25%-quartile					7.6x	7.3x	6.9x

Comments

*) considering net debt incl. net pension liabilities

Source: Bloomberg.

4.4 Transaction Multiples

Date	Target	Acquirer/Investor	Equity Value (100%) in CHFm	Enterprise Value (EV, 100%) in CHFm	EV/EBITDA
Apr 2014	XPO Intermodal Inc	XPO Logistics Inc	272	237	11.7x
Dec 2014	Contrans Group Inc	TFI International Inc	419	528	7.7x
Jun 2015	Matson Alaska Inc	Matson Inc	28	538	6.4x
Jun 2015	XPO Logistics Europe SADIR	XPO Logistics Inc	2'241	3'102	9.0x
Oct 2015	XPO CNW Inc	XPO Logistics Inc	2'664	2'947	5.9x
May 2016	Hitachi Transport System Ltd	SG Holdings Co Ltd	n/a	2'584	7.5x
Jul 2016	Trimac Transportation Ltd	Trimac Holdings Ltd	132	207	5.4x
Jan 2017	Pekaes SA	KH Logistyka Sp zoo Spk,PEK II SCSp	109	109	12.2x
Dec 2018	Sinotrans Air Transportation Development Co Ltd	Sinotrans Ltd	1'813	1'813	171.7x
Mar 2018	Traconf Srl	Nippon Express Co Ltd	168	168	24.3x
75%-quartile			1813	2'391	12.1x
Median			**272**	**533**	**8.4x**
25%-quartile			132	215	6.7x

Sources: Bloomberg.

4.5 Premium analysis of public tender offer in Switzerland since 2011[16]

Year	Target	Acquirer/Invstor	Offer price (in CHF)	VWAP 60days (in CHF)	Premium	Sucess rate
2011	Newave Energy Holding SA	ABB Schweiz AG	56.0	41.2	35.9%	95.3%
2011	Escor Casinos & Entertainment AG	Highlight Communiations AG	17.5	17.4	0.4%	39.2%
2011	Schulthess Group AG	NIBE Industrier AB	59.2	47.9	23.6%	95.0%
2011	Feintool International Holding AG	Artemis Beteiligungen II AG	350.0	326.9	7.1%	72.2%
2011	Edipresse SA	Lamunière S.A., Epalinges, Suisse; registered shares	90.0	69.1	30.2%	37.6%
2011	Edipresse SA	Lamunière S.A., Epalinges, Suisse; bearer shares	450.0	324.7	38.6%	37.6%
2011	EGL AG	Axpo Holding AG	850.0	703.7	20.8%	98.0%
2013	Acino Holding AG	Pharma Strategy Partners GmBH	115.0	75.3	52.8%	93.6%
2013	Fortimo Group AG	Forty Plus AG, Fortimo Group	136.0	114.3	19.0%	98.6%
2013	Tornos Holding AG	Walter Fust	4.7	4.5	3.8%	14.3%
2014	Swisslog Holding	KUKA Aktiengesellschaft	1.4	1.2	14.4%	92.2%
2014	Advanced Digital Broadcast Holding SA	4T S.A	15.5	12.9	20.2%	73.4%
2014	Nobel Biocare Holding AG	Danaher Corporation	17.1	16.0	6.7%	77.2%
2014	National Versicherung	Helvetia Holding aG	80.0	60.1	33.2%	95.4%
2015	Micronas Semiconductor Holding AG	TDK Corporation	7.5	4.4	70.5%	90.5%
2016	Kuoni Reisen Holding AG	Kiwi Holding IV Sarl (EQT)	370.0	275.6	34.3%	87.2%
2016	Syngenta AG	CNAC Saturn (NL) B.V. (ChemChina)	489.0	370.7	31.9%	94.7%
2016	gategroup Holding AG	HNA Aviation Air Catering Holding Co.	53.0	38.7	37.0%	96.1%
2016	Charles Vögele AG	Sempione Retail AG (OVS)	6.4	6.4	0.0%	94.1%
2016	Looser Holding AG	AFG Arbonia-Foster Holding AG	106.8	67.6	58.0%	94.7%
2017	Actelion Ltd	Janssen Holding GmbH (Johnson & Johnson)	280.0	191.2	46.4%	92.5%
2018	Goldbach Medien	Tamedia	35.5	24.2	46.6%	96.9%
2018	Hügli Holding AG	Bell Food Group AG	915.0	800.0	14.4%	97.6%
2018	Bank Cler AG	Basler Kantonalbank	52.0	42.3	22.9%	93.3%
75%-quartile					37.4%	95.3%
Median					**26.9%**	**93.4%**
25%-quartile					14.4%	76.2%

Source: TOB.

16 The list includes voluntary tender offer in cash and excludes tender offer for investment and real estate companies.

4.6 List of abbreviations

Adj.	adjusted
CAPM	Capital Asset Pricing Model
CCLog	freight management activities of CMA CGM
CEVA	CEVA Logistics AG
CHF	Swiss Frank
CMA CGM	CMA CGM S.A.
DCF	discounted cash flow
DSV	DSV S/A
EV	enterprise value
EBITDA	earnings before interest, taxes, depreciation and amortization
EUR	Euro
FCF	Free cash flows
IFBC	IFBC AG
incl.	including
IPO	initial public offering
LC	Local currency
m	millions
p.	page
Public tender offer	offer of CMA CGM of CHF 30.00 per CEVA share
Shares	registered shares of CEVA (with restricted transferability) with a nominal value of CHF 0.10

SLI	Swiss Leader Index
TV	terminal value
TOB	Swiss Takeover Board
VWAP	volume weighted average price