

# DSV x Schenker – creating a world-leading player

DSV A/S

Investor presentation



Global Transport and Logistics

# Forward-looking statements

This presentation contains forward-looking statements, including but not limited to guidance, expectations, strategies, objectives and statements regarding DSV A/S' ("DSV") views of future events or prospects with respect to DSV's future financial and operating results, performance or achievements. Some of these forward-looking statements can be identified by terms and phrases such as "estimate," "expect", "target", "plan", "project", "intend", "will be", "will continue", "will result", "could", "may", "might" or any variations of such words or other words with similar meanings. These forward-looking statements include statements relating to: the expected characteristics of the combined company; expected financial results and characteristics of the combined company; expected timing of the launch and closing of the proposed transaction and satisfaction of conditions precedent, including regulatory conditions; and the expected benefits of the proposed transaction, including related synergies. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such statements. These forward-looking statements are based on DSV's then current expectations or beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only predictions based upon our current expectations and projections about future events and are subject to the risk that such expectations or forecasts, or the assumptions underlying such expectations or forecasts, may change. DSV assumes no obligations to update any such forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements. Some important risks and uncertainties that could cause DSV's actual results to differ materially from those expressed in the forward-looking statements include but are not limited to: the ability of DSV to integrate Schenker AG's business ("Schenker") into DSV's operations; the performance of the global economy; economic and geopolitical uncertainty (including interest rates and exchange rates); demand for DSV's services; competition; IT failures; litigation; pandemics; the capacity for growth in internet and technology usage; the consolidation and convergence of the logistics and transport industry, its suppliers and its customers; the effect of changes in governmental regulations; disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers; and the impact on the combined company (after giving effect to the proposed transaction with Deutsche Bahn ("DB")) of any of the foregoing risks or forward-looking statements, as well as other risk factors listed from time to time in DSV's and DB's public disclosures and other unforeseen factors. The nature of DSV's business means that risk factors and uncertainties may arise, and it may not be possible for DSV to predict all such risk factors, nor to assess the impact of all such risk factors on DSV's business or the extent to which any individual risk factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Accordingly, forward-looking statements should not be relied on as a prediction of actual results.

The forward-looking statements should be read in conjunction with other cautionary statements that are included elsewhere, including the risk factors included in any public disclosures of DSV or DB. Any forward-looking statements made in this announcement are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realised or, even if substantially realised, that they will have the expected consequences to, or effects on, us or our business or operations. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



# Agenda

- Strategic rationale
- Transaction overview
- Schenker at a glance
- Our new market position
- Uniting two global networks
- Expected timeline
- Q&A



# Strategic rationale

## Acquisition of Schenker

### An excellent strategic match

- Combining two strong companies to create a world-leading player in the industry.
- Adding significant volumes to Air & Sea.
- Establishing a leading player in European Road freight.
- Strengthening and expanding our global Solutions footprint.
- Enhanced network and services to the benefit of all customers.
- Similar asset-light business model and corporate culture with focus on customer service, corporate responsibility and employees.

### Consolidate infrastructure

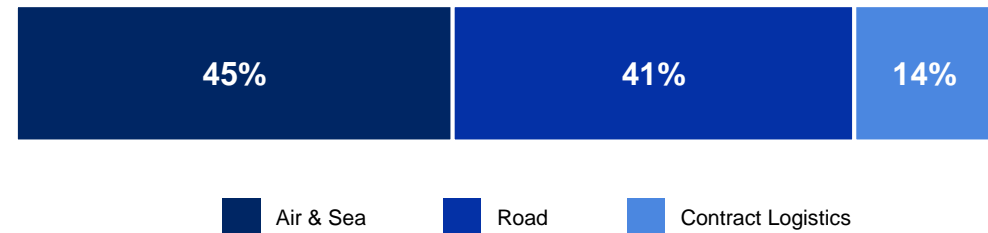
- Leverage scalable systems and IT infrastructure.
- Consolidation of operations, administration and facilities.

### Attractive financial business case

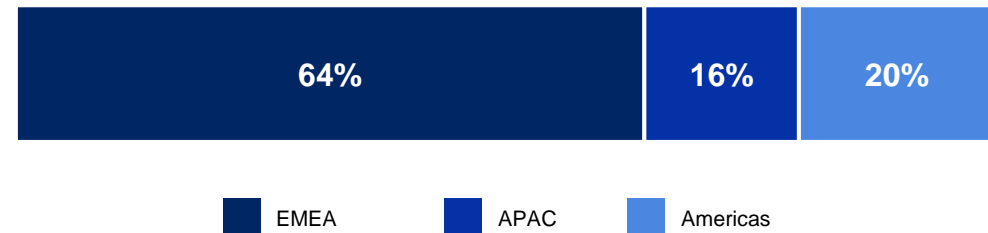
- Transaction to be EPS accretive (diluted and adjusted) in year 2 after closing.
- Aspiration to lift operating margin of the combined entity to a minimum of DSV's existing levels within the respective business areas in 3 years after closing.

## Schenker will add EURbn 19.1 annual revenue\*

### Attractive exposure to Air & Sea and Road business



### Strengthening our position in Europe and adding scale in APAC and Americas



\*Based on FY 2023 numbers

# Transaction overview

## Acquisition of Schenker

### Purchase price and financing

- At completion, DSV will acquire 100% of Schenker in an all-cash transaction.
- Enterprise value: EURbn 14.3 (approx. DKKbn 107). Equity value: EURbn 11.3 (approx. DKKbn 84).
- Transaction multiples: EV/LTM revenue of 0.77x and EV/LTM EBIT of 14.0x (based on June 2024).
- DSV expects to finance the transaction during the next 12 months through a combination of equity financing of around EUR 4-5 billion via an accelerated bookbuilding without pre-emption rights for existing shareholders and debt financing as we remain committed to maintain our current credit ratings.
- DSV has obtained committed financing facilities from BNP Paribas, Danske Bank, HSBC and Nordea.

### Conditions

- The transaction is subject to approval by the Supervisory Board of Deutsche Bahn and by the German Federal Ministry for Digital and Transport (Bundesministerium für Digitales und Verkehr) expected in the coming weeks.
- The transaction is subject to regulatory approvals.
- Completion of the transaction is expected in Q2 2025. Until the closing of the transaction, DSV and Schenker remain two separate companies conducting business as usual.

### Other considerations

- DSV has entered social undertakings towards Deutsche Bahn regarding the employees in Schenker in Germany, which apply until two years after closing.
- The current DSV share buyback programme of up to DKK 1.5 billion will be discontinued with immediate effect.
- DSV's stand-alone 2024 guidance and 2026 financial targets remain unchanged until closing of the transaction.

# Schenker at a glance (2023)

## Top 4 global logistics player

~19.1 EURbn revenue with direct presence in approx. 80 countries



Strong customer relationships, especially with **large, global accounts**



**72,700 dedicated** employees in +1,850 locations worldwide



Global network and **strong footprint across major markets** in EMEA, APAC and Americas



## Significant global freight volumes

**Industry competencies and know-how**  
Strong vertical expertise within Electronics, Healthcare and Automotive



Global air freight forwarding services with approx. **1,150,000 tonnes**



**Corporate responsibility** efforts embedded in culture and business



Global sea freight forwarding services with approx. **1,800,000 TEUs**



## Road freight and contract logistics

**A leading European road freight network** as well as road activities in APAC and Americas

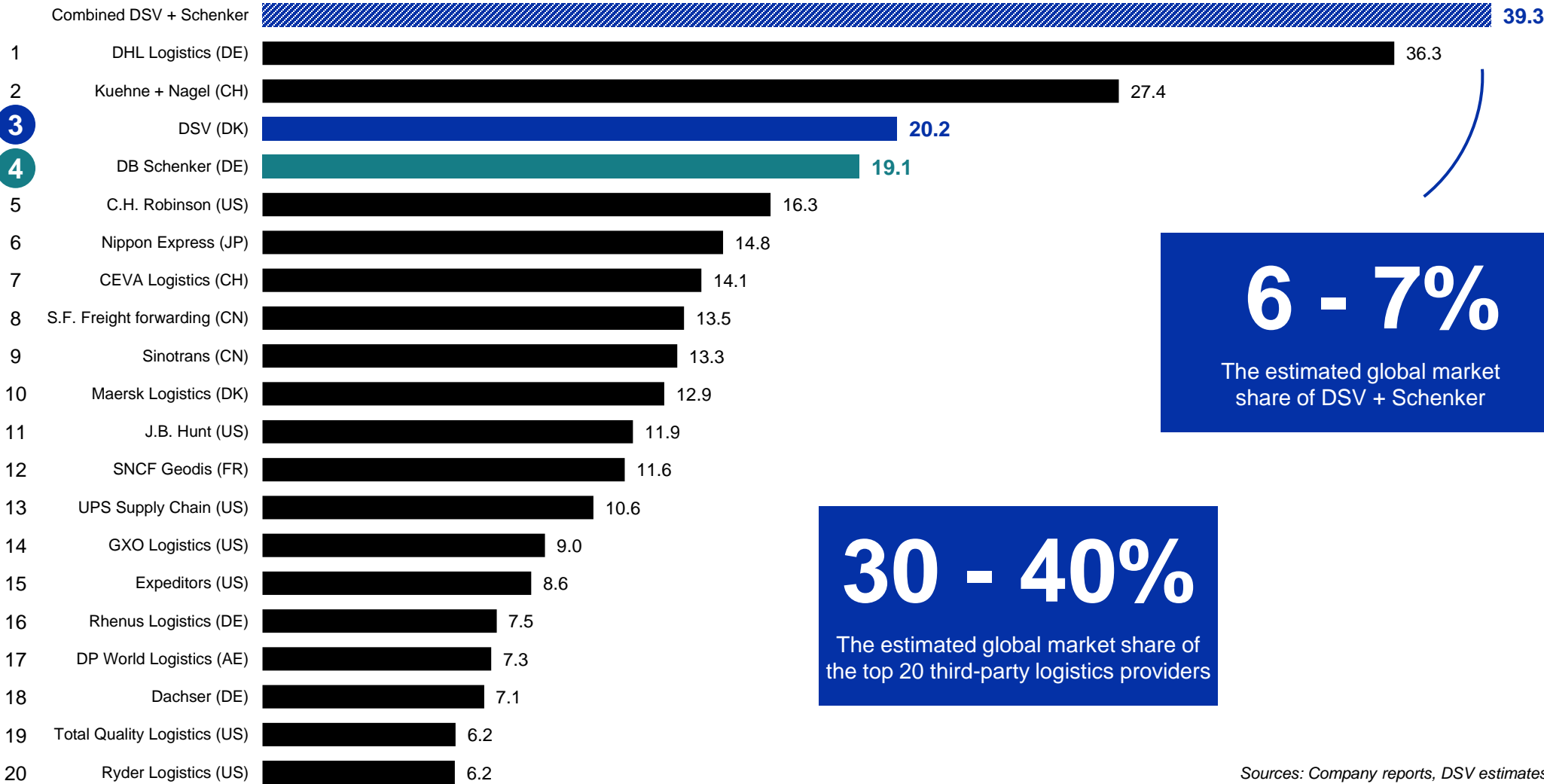


Approx. **8.5 million m<sup>2</sup>** of contract logistics facilities in EMEA, APAC and Americas



# Combining DSV and Schenker to create a world leading player

Third-party logistics providers by 2023 revenue in EUR billion



**6 - 7%**  
The estimated global market share of DSV + Schenker

**30 - 40%**  
The estimated global market share of the top 20 third-party logistics providers

Sources: Company reports, DSV estimates. 7

# DSV and Schenker – an excellent strategic match across divisions

**Air freight**  
Global leader



**Sea freight**  
Global leader



**Road freight**  
European leader



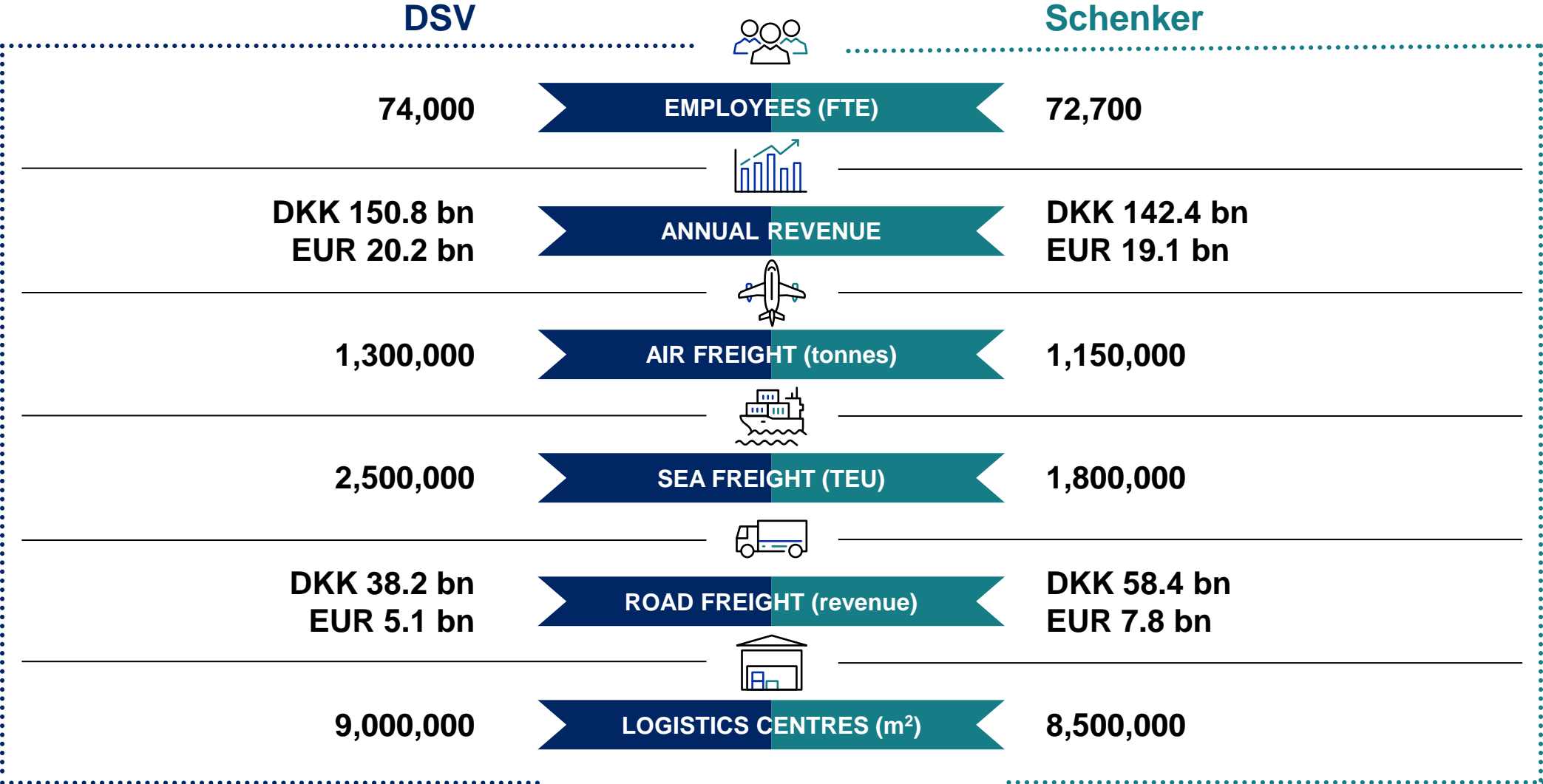
**Logistics solutions**  
Global top 5 player



Source: Transport Intelligence (by 2023 revenue)



# Uniting two global networks – DSV and Schenker



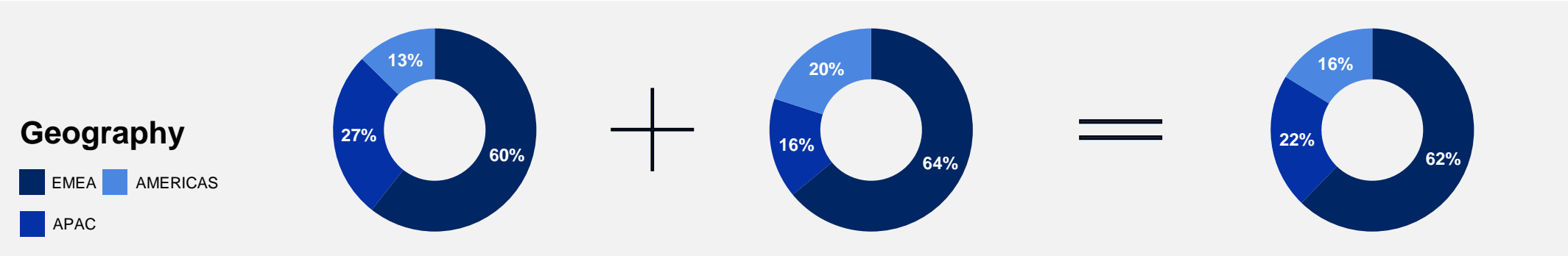
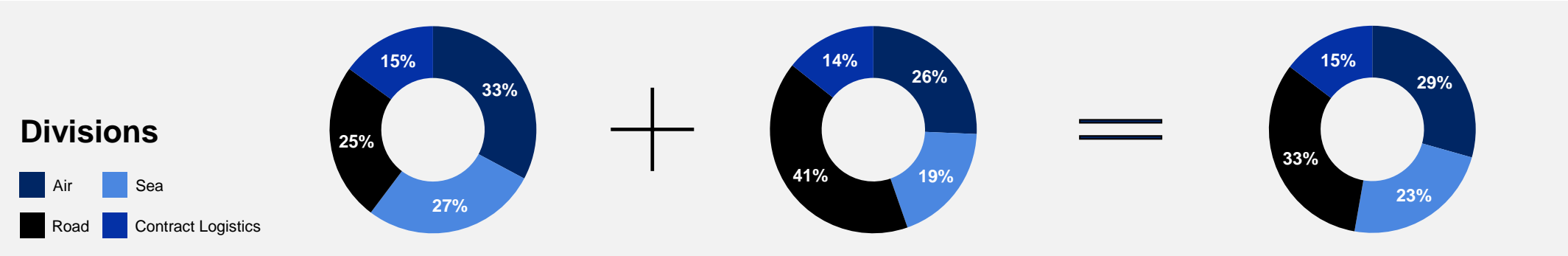
For illustrative purposes only. Numbers based on FY 2023, EUR / DKK = 7.456 (average FY 2023).  
 Reported Schenker FTE is excluding temp. workers (temp. workers are included in the reported DSV figure). Schenker FTE incl. temp. workers: 86,600.  
 TEU and tonnes count based on reported company data.

# DSV and Schenker combined (based on 2023 revenue)

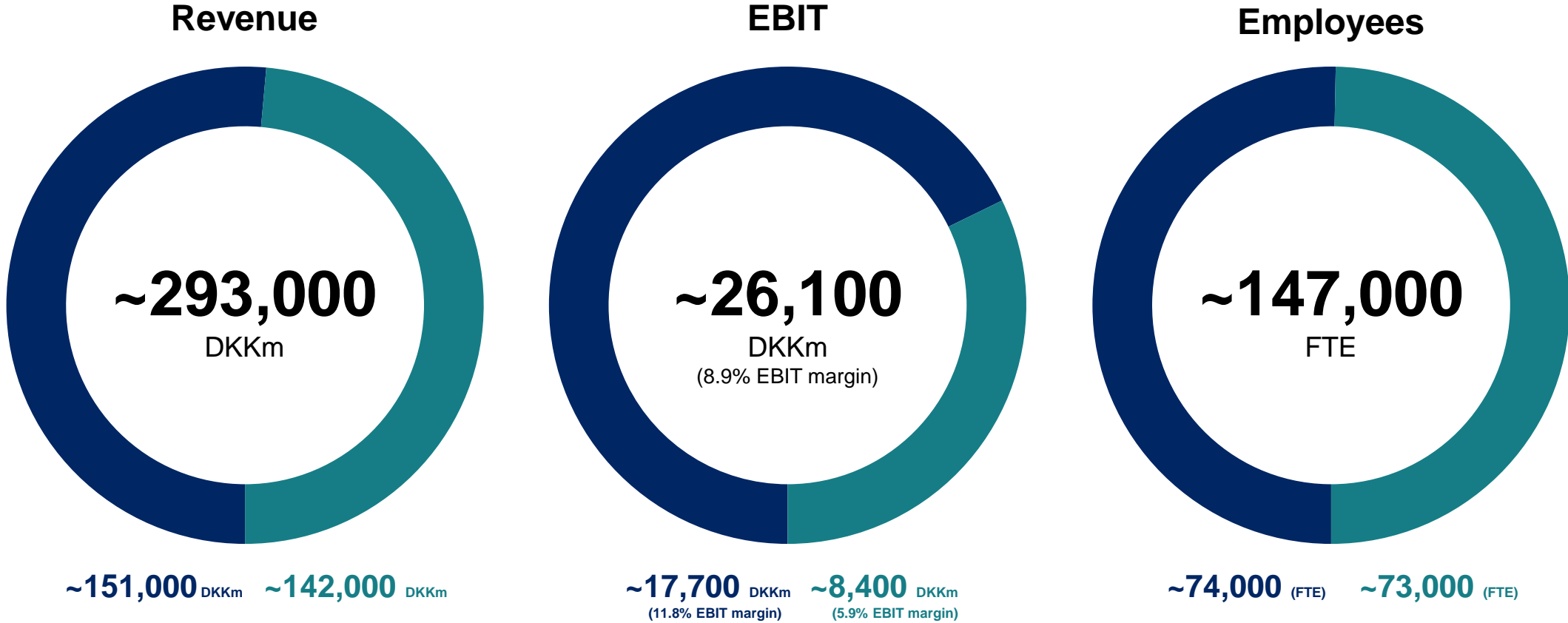
DSV

Schenker

Combined (pro forma)



# DSV and Schenker (2023 pro forma combined)



**Note**  
 For illustrative purposes only. EUR / DKK = 7.456 (average FY 2023).  
 EBIT is before special items/adj. EBIT for both DSV and Schenker based on FY 2023.  
 Reported Schenker FTE is excluding temp. workers (temp. workers are included in the reported DSV figure). Schenker FTE incl. temp. workers: 86,600.

■ DSV ■ Schenker

# Next steps

Expected timeline

13 September 2024



Announcement  
of agreement

In the coming weeks



Approval by the  
Supervisory Board of  
Deutsche Bahn & by the  
German Federal Ministry  
for Digital and Transport

Regulatory approvals  
obtained and  
conditions fulfilled



Q2 2025



Expected  
closing  
  
Integration  
begins

# Key takeaways

Creating a world-leading player in the industry with a strong global network and vertical expertise

Consolidation of operations, administration and facilities, and leverage of scalable systems and IT infrastructure

Target of EPS accretion in year 2 after closing\*. Aspiration to lift operating margins minimum to DSV's levels within the respective business areas in year 3 after closing

*\*Diluted and adjusted EPS*

# To attend the teleconference, please dial one of the numbers below

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**To ask questions press "5\*"**



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# Investor Relations

## Share information

DSV A/S is listed on the Copenhagen stock exchange under the symbol 'DSV'.

For further company information, please visit: [www.dsv.com](http://www.dsv.com)

## Financial calendar 2024

- 01 Feb. 2024** Annual Report 2023
- 14 Mar. 2024** Annual General Meeting 2024
- 24 Apr. 2024** Interim Financial Report, Q1 2024
- 24 Jul. 2024** Interim Financial Report, H1 2024
- 23 Oct. 2024** Interim Financial Report, Q3 2024

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