

# Pan Fish – Marine Harvest

The world leading aquaculture company



PAN FISH





## Pan Fish acquired 100% of Marine Harvest

- ▶ Transaction value of EUR 1 325 million (Enterprise Value) / Acquisition price of EUR 1 175 million
- ▶ Marine Harvest is by far the world's largest salmon producer

## Pan Fish has acquired 25.7% of Fjord Seafood

- ▶ Fjord's share price as of closing Friday 3rd March NOK 8.05
- ▶ Pan's share price as of closing Friday 3rd March NOK 4.36
- ▶ Shares issued to Gevevan as consideration for the Fjord shares 280,195,692

## The private placement and new debt

- ▶ Share issue of approx. EUR 680 million in new equity as part of the financing of Marine Harvest
- ▶ New credit line of EURO 700 million
- ▶ Equity est. at year end 2006 45%+

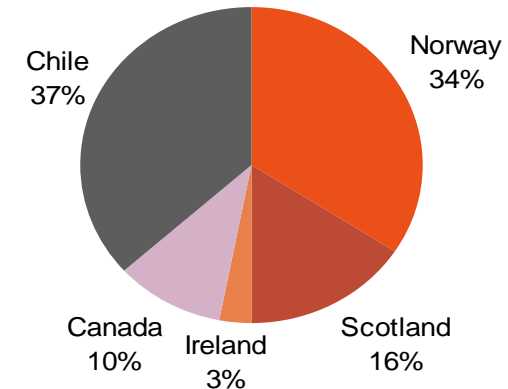
# Marine Harvest at a glance



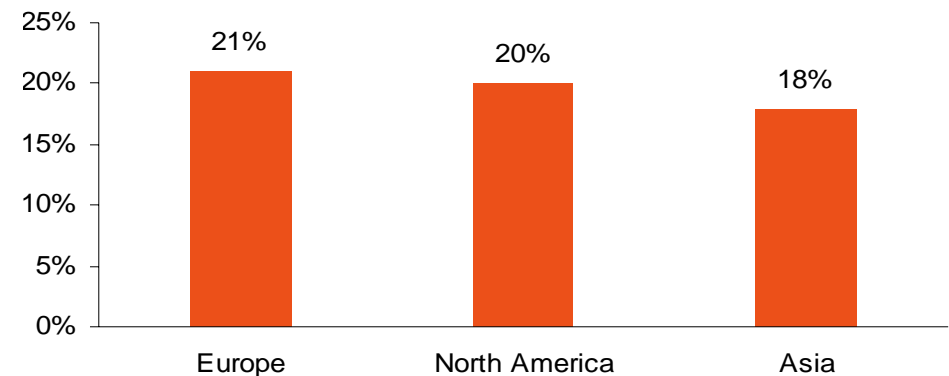
## Company facts

- ▶ No. 1 salmon producer worldwide
- ▶ Salmon production 266,000 tons (wfe/06)
- ▶ Salmon production in all regions
- ▶ 16% of the global salmon market
- ▶ Unique mix of species
- ▶ EUR 1bn in sales
- ▶ 5,300 employees worldwide (end 2005)
- ▶ Successful restructuring has reduced production cost
- ▶ Lowest cost producer position will be taken

## Salmon production per region (2006E) - WFE



## Market share (2005 estimate)



# Transaction rationale - summary



## Industrial rationale

- ▶ **Creation of the undisputed leader in the aquaculture industry with 346 000 tonnes harvest volume**
- ▶ **Balanced production portfolio with leading positions in all major salmon producing regions**
- ▶ **Uniquely positioned for further market development together with the major distribution channels**
- ▶ **Huge organic growth potential with minor investment in Norway and Chile longer term**

## Financial rationale

- ▶ **Significant value accretion for Pan Fish shareholders**
- ▶ **The new company is uniquely positioned to take the lowest cost producer position**
- ▶ **Cost reduction potential of NOK 700 million a year, in addition to synergies**
- ▶ **Strong platform to lead further industry consolidation and business development**

## Timing

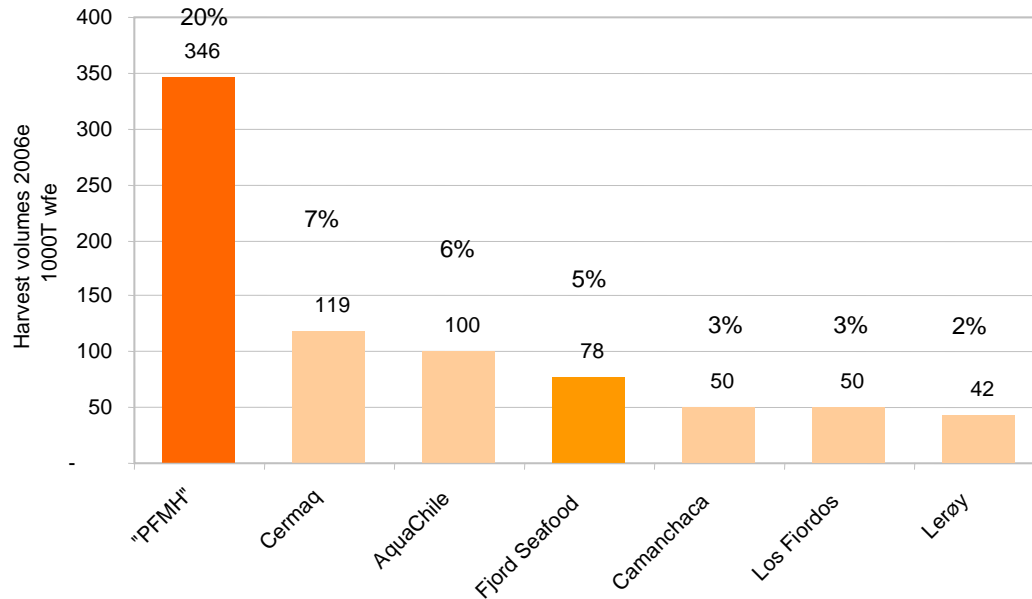
- ▶ **Historic strong demand and balanced supply growth in all markets**
- ▶ **Increasing salmon prices**
- ▶ **Significant cash flow generation potential going forward**

# Industrial rationale - formation of the undisputed global leader



## Undisputed global leadership within aquaculture

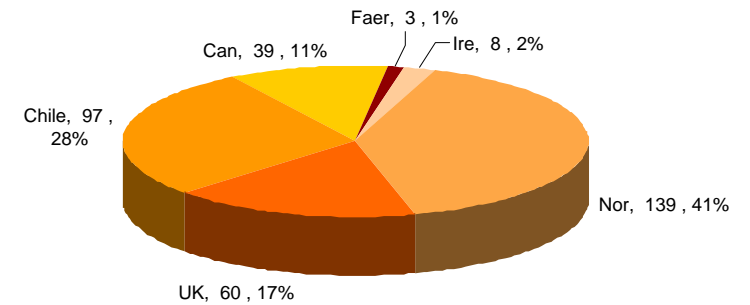
World's top salmon companies (Global market share in %)



Source: Industry estimates

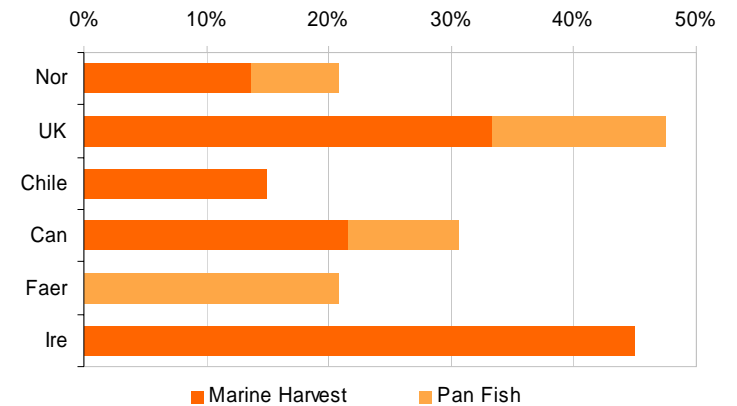
## Balanced production portfolio

"PFMH"  
- distribution of production (2006e - 1000T wfe)



## Largest producer in all regions

"PFMH"  
- market share by production region



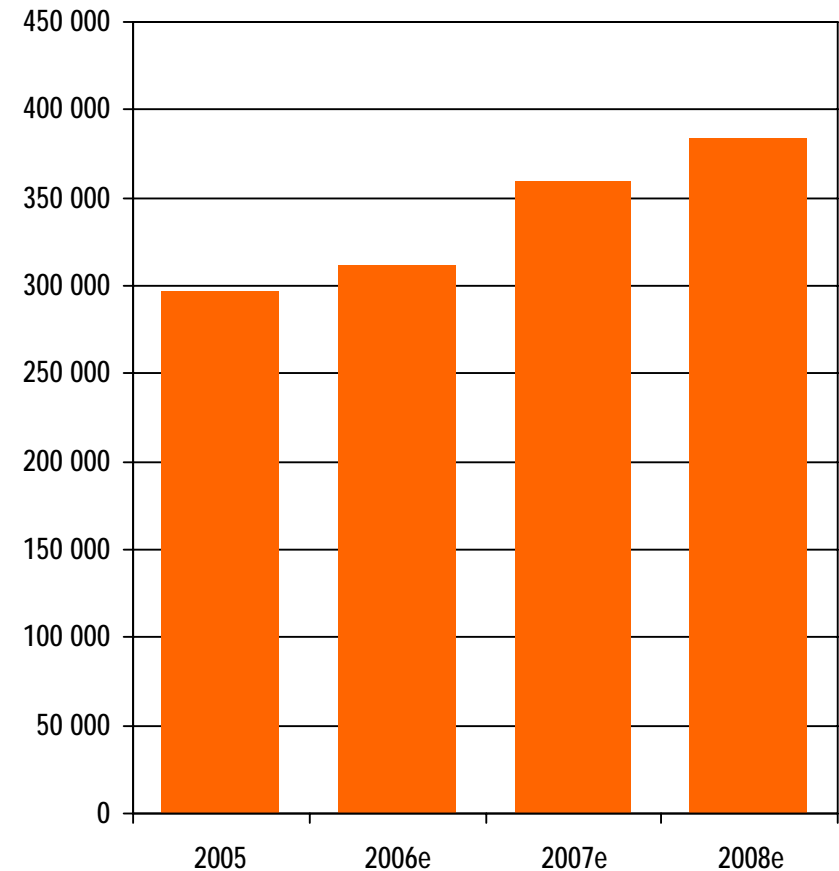
# Industrial rationale - significant organic growth potential



## Harvesting Volumes, 2006e / 2008e

Harvesting tgw	2006 Estimates	2008 Targets
Norway	124 - 126 000	148 000
Scotland	53 - 55 000	63 000
North-America	35 - 36 000	51 000
Faroes	2 - 3 000	6 000
Ireland	7 200	10 000
Chile	87 - 88 000	106 000
<b>Pan Fish Marine Harvest</b>	<b>309 - 314 000</b>	<b>384 000</b>
<b>Production cost target for Pan Fish</b>		<b>2008 Targets</b>
Norway	(NOK)	15,5-16,0
Scotland	(GBP)	1,37-1,45
North-America	(CAD)	3,33-3,53
Faroes	(DKK)	14,5-15,5

## Harvesting volume Development 2005 – 2008e, TGW

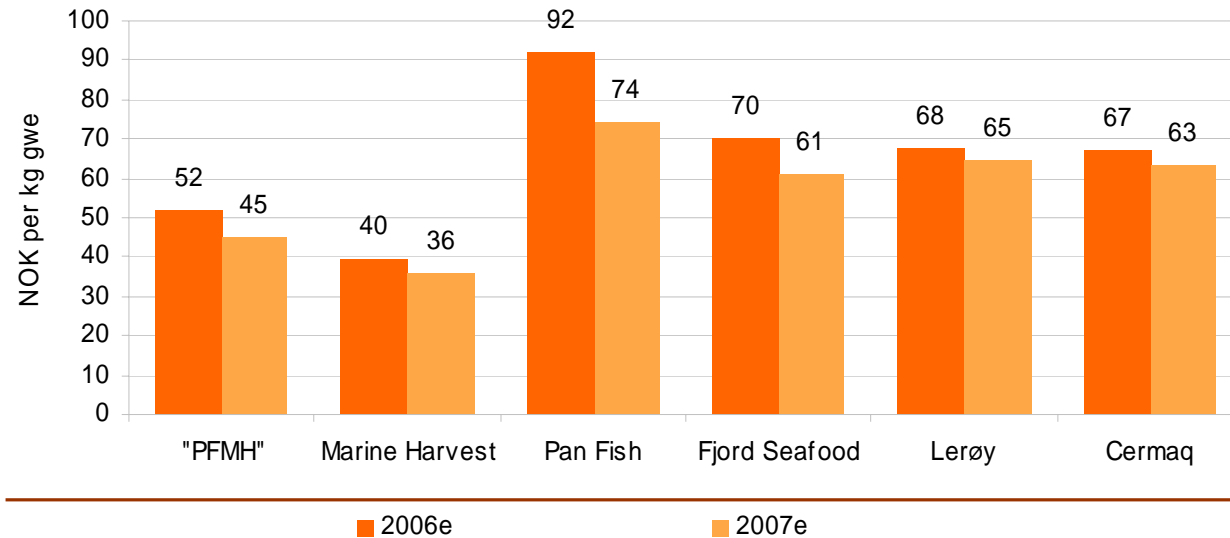


# Financial rationale - value enhancing for Pan Fish shareholders



## Global leadership at a discount to peers

EV/kg comparison



- ▶ The transaction also offers ample potential for synergies and operational improvement from sharing best practice
- ▶ Lowest cost producer position achievable for combined company
- ▶ **Cost reduction potential above NOK 700 million a year (2008 and beyond)**

Valuation based on analyst (DnB NOR Markets and Carnegie) estimates market valuation as of 3 March 2006 and transaction value

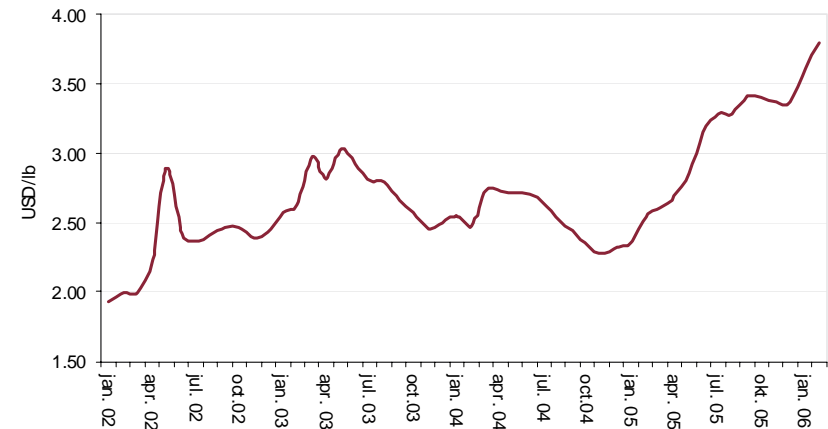
# Timing – Strong momentum and excellent market outlook



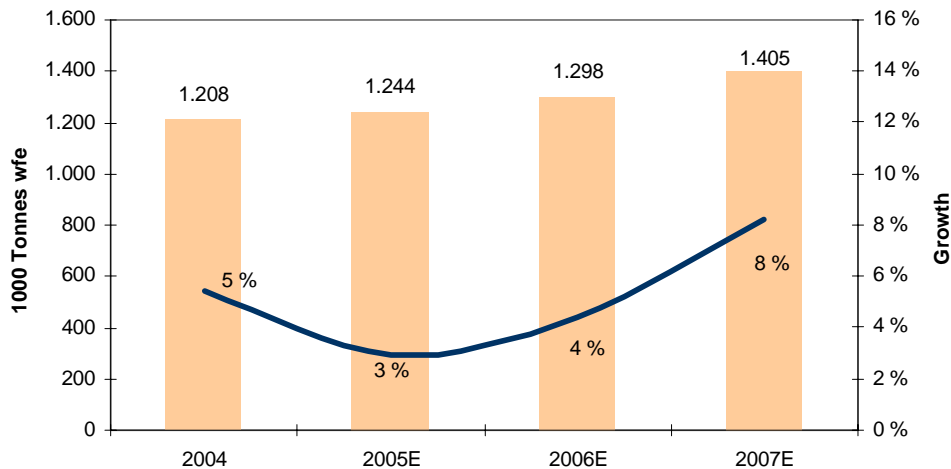
## Norway (FHL price/Norwegian sales price)



## US – Chile (East coast fillets, fob Miami, 3-4 lb)



## Global supply development 2004 – 2007E



## Comments

- ▶ Strong momentum in salmon prices - both in Europe and in the US
- ▶ Moderate supply growth - 2007 might be lower
- ▶ Increasing demand

Source: Company data, Kontali Analyte, FHL and Urner Barry

# Marine Harvest financials and other details



# Marine Harvest - break down by region and quarter



## Operational EBIT (EURm) Development 2005 (actual figures)

Regions	1H	Q3	Q4	Total
Norway	18.5	18.4	25.1	62.0
UK & Ireland	-3.5	3.2	9.5	9.2
Chile	6.6	5.6	8.4	20.6
Canada	-5.2	-0.5	2.8	-2.9
Asia/overhead/S&M cost	-6.6	-3.2	-4.6	-14.4
<b>Total salmon</b>	<b>9.8</b>	<b>23.5</b>	<b>41.2</b>	<b>74.5</b>
New species	-4.5	-1.9	-4.4	-10.8
<b>Total</b>	<b>5.3</b>	<b>21.6</b>	<b>36.8</b>	<b>63.7</b>

Note: EBIT excludes non-recurring items and IFRS adjustments

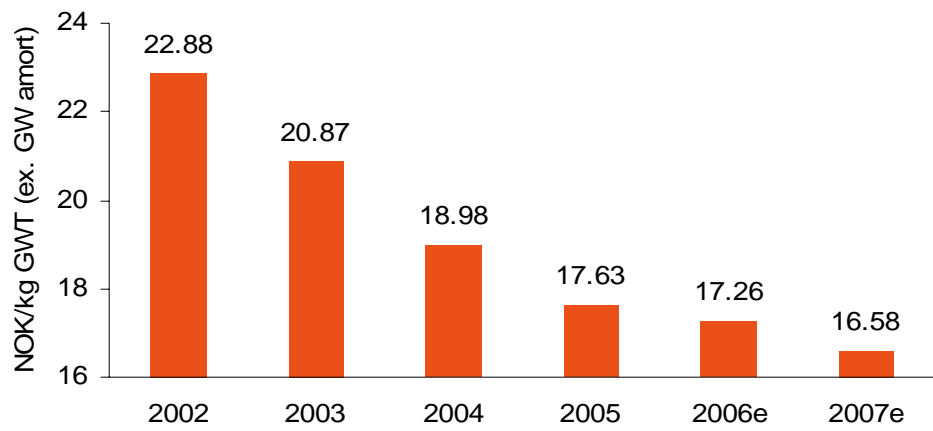
## Harvesting volumes 2005 (wfe)

Regions	Q1	Q2	Q3	Q4	Total
Norway	23	26	25	26	100
UK & Ireland	8	11	11	12	42
Chile	23	19	19	25	85
Canada	11	12	10	8	42
<b>Total</b>	<b>65</b>	<b>68</b>	<b>65</b>	<b>71</b>	<b>269</b>

# MH Norway - in process to become lowest cost producer

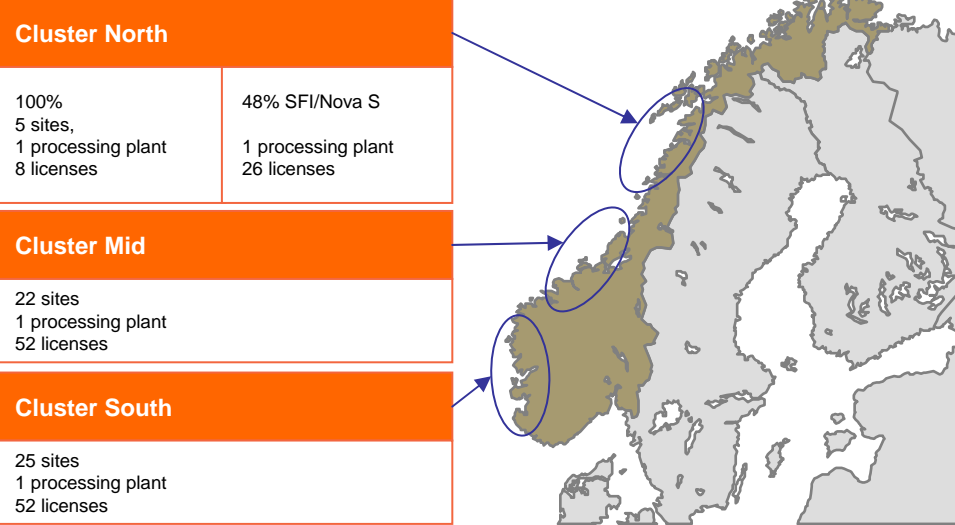


## MH Norway cost development

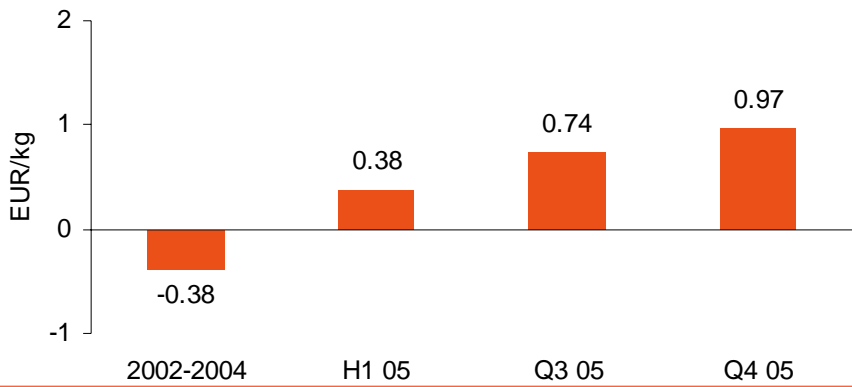


Based on current fishmeal and fish oil costs

## Production clusters



## Operational EBIT/kg development



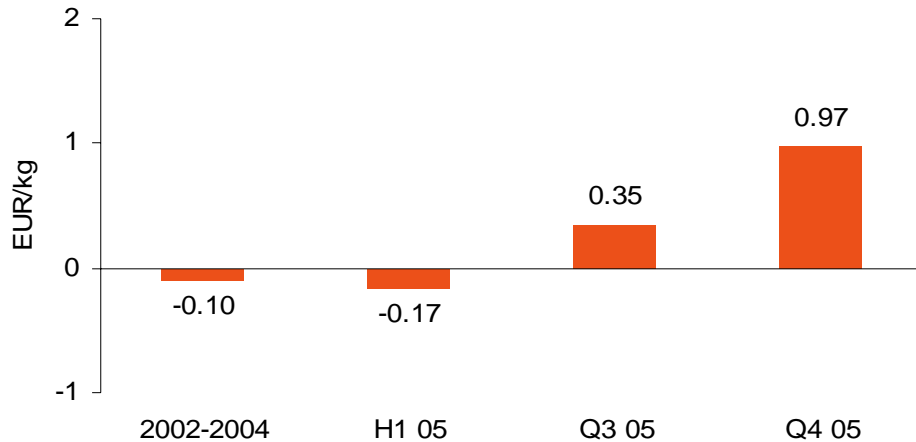
## Comments

- ▶ Significant improvement in cost of production
- ▶ On the way to become lowest cost producer

# MH Scotland – huge improvements in operation



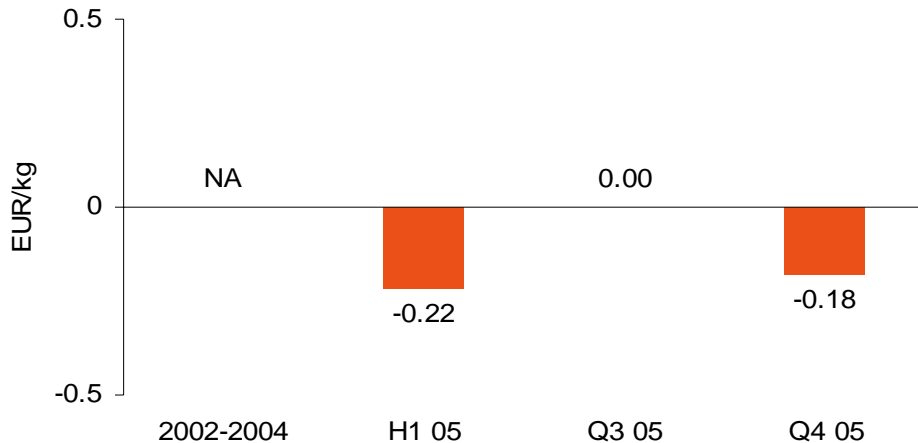
## UK operational EBIT/kg development



## Measures taken and events in the UK

- ▶ UK government legislation allows for larger farms with increased volume per location
- ▶ MH Scotland will reduce number of farms from 65 to 41 marine on-growing sites. Huge positive cost effect
- ▶ Improved efficiency in processing plan gives lower cost
- ▶ Only one plant for full volume
- ▶ Number of employees Marine Harvest was reduced with 140 FTE or 25% during 2005
- ▶ Storm caused EUR 2m total loss in Q1 05

## Ireland operational EBIT/kg development



## Ireland part of balance product portfolio

- ▶ Marine Harvest does have a significant proportion of organic salmon production in Ireland
- ▶ Product under strong demand from attractive retailers and groups of consumers
- ▶ Ireland will always be a minor part of the total quantity

# MH Canada – strong profitability improvement



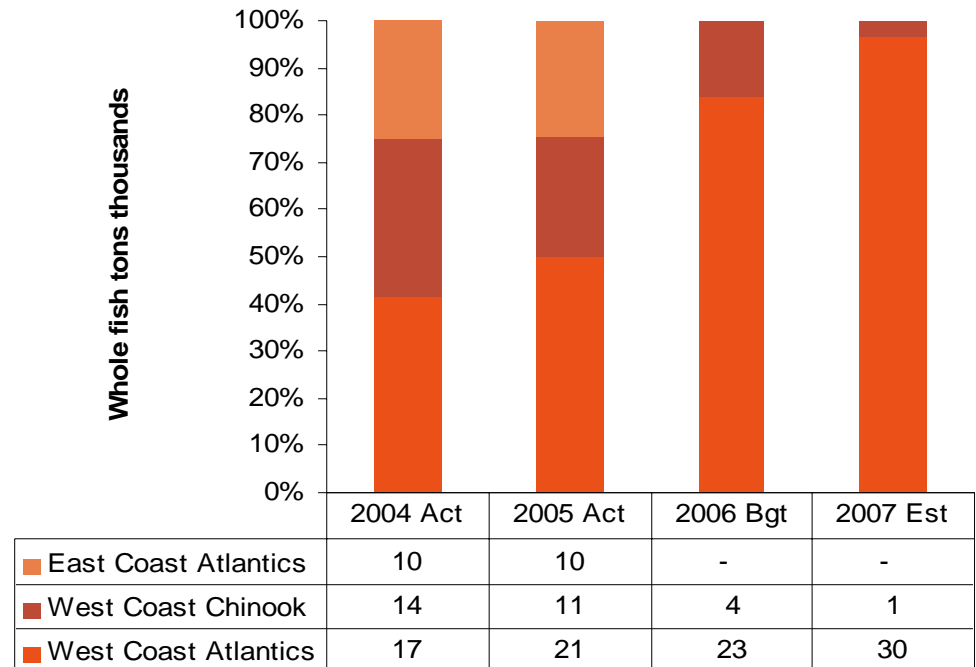
MH as the other Canadian West Coast producers on the way to low cost and sustainable profits

East Coast and Chinooks are discontinued

Operational EBIT/kg Canada 2005 YTD



Canada production volumes 2004 - 2005



# Chile – cost of production focus going forward



## 2004 – 2005 cost development

	2004	2005
<b>Volume sold WFE</b>	90	85
<i>Costs in USD/kg WFE</i>		
Release from stock cost including mortality cost	1.44	1.65
Operating expenditure	0.02	0.02
Well boat/harvesting/processing	0.51	0.51
Depreciation/goodwill amortization	0.08	0.06
Overhead	0.08	0.09
<b>Total costs USD per Kg WFE</b>	<b>2.13</b>	<b>2.33</b>

- ▶ Current MH Chile cost of production is higher than historical levels, due to several main factors
  - high cost of ex-Stolt operations, it will take a cycle to reduce the cost back to 2004 level
  - harvest weights will be increased to decrease cost
  - higher feed conversion rates during 1H 05
  - EUR 3m+ write-off of frozen stock in Europe and Chile impacted Q1 05 EBIT
  - Price realisation in 2005 was lower than market prices due to the company's commitment to contracts



- **Industry leader position taken**
- **Lowest cost production position potential**
  - ▶ Strong competence, superb sites, unique experience, financially strong
- **Focus on sustainability and animal husbandry**
- **Strong customer portfolio to be supported by best service**
- **Focus on value creation through strong operations**
- **Utilize and develop strategic opportunities**