

Press Release



Making business flow

CEVA Logistics Commences Refinancing

Baar, Switzerland, 9 July 2018 – CEVA Logistics (“CEVA” or the “Company”), one of the world’s leading asset-light third-party logistics companies, announced today the proposed refinancing of the majority of its existing debt facilities with the objective of achieving lower interest rates, longer maturities and enhanced liquidity to pursue its strategy.

CEVA proposes to offer, subject to market conditions and other factors, \$400 million in aggregate principal amount of Secured Term Loan B due 2025 (the “New Loan”) in a private offering. It also plans to enter into a new \$600 million Senior Revolving Credit and Ancillary Facility due 2023 (the “RCF”) and has received commitments from its new banking group to this extent. An additional offering of debt, including by way of senior secured notes, contemplated in Euro and in an amount of approximately \$350 million, might follow at a later stage. CEVA reserves the right to vary the terms and amounts of the New Loan, the RCF and any other debt, including notes, it may incur concurrently with the proposed refinancing based on market conditions or otherwise.

The Company expects to use the net proceeds from the refinancing, together with available cash, to fully repay its existing senior secured credit facilities as well as for general corporate purposes – it intends to repay all the outstanding approximately \$580 million aggregate principal amount of its term loans due 2021, to make a tender offer to repurchase for cash and/or redeem all of the outstanding approximately \$438 million aggregate principal amount of its 9% first lien senior secured notes due 2020 as well as to cancel certain local loans and overdrafts. There can be no assurance that the refinancing will be completed.

CEVA received rating upgrades from S&P Global Ratings and Moody's Investors Service in May 2018 following the deleveraging from the IPO and improved operating performance. S&P’s long-term issuer rating now stands at BB- with positive outlook, whilst Moody's has assigned a corporate rating of B1 stable.

Assuming a successful completion of the refinancing, CEVA expects to substantially lower its annual interest expense through the deleveraging and the refinancing. The Company is committed to further deleveraging with a target of 1.5x-2.0x net debt/adjusted EBITDA in the medium-term.

Credit Suisse and HSBC are acting as Joint Global Coordinators across the refinancing.

Any notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.



Making business flow

Any offering of notes will be offered and issued only (i) in the United States, to persons who are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) and (ii) outside the United States, to persons who are not “U.S. persons” (as defined in Rule 902 under the Securities Act) in reliance on Regulation S of the Securities Act other than retail investors in the European Economic Area, whereby a retail investor is defined as a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended; or (ii) a customer within the meaning of Directive 2002/92/EC, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended.

This announcement is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offering, solicitation or sale would be unlawful. Any offering of notes is not being made to potential purchasers in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. As regards the United Kingdom, this announcement, and any other material related thereto, is being distributed for information purposes only and its distribution is not, nor is it intended to be, a communication of an invitation or inducement to engage in investment activity. Without prejudice to the foregoing, this announcement and other material are directed only at persons who: (i) fall within the definition of investment professional under article 19(5) of the United Kingdom Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”); or (ii) are high net-worth entities and other persons falling within article 49(2)(a) to (e) of the Financial Promotion Order; or (iii) are persons falling within article 43 of the Financial Promotion Order; or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (as amended)) in connection with the issue or sale of any New Notes may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as “Relevant Persons”). This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this press release relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

This announcement is not a public offering or an offer of securities to the public in any jurisdiction, including, but not limited to Switzerland or any European Economic Area member state that has implemented Directive 2003/71/EC, and any amendments thereto (together with any applicable implementing measures in any member state).

MiFID II professionals/ECPs-only / No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

Ends



Making business flow

For additional information please contact:

Investors:

Pierre Benaich
SVP Investor Relations
pierre.benaich@cevalogistics.com
+41 41 547 0048

Media:

David Urbach
SVP Corporate Development
david.urbach@cevalogistics.com
+41 799 333 083

Cathy Howe
Pilot Marketing
ch@pilotmarketing.co.uk
Tel: +44 (0)208 941 5381

CEVA - Making business flow

CEVA Logistics, a global asset-light third-party logistics company, designs and operates industry leading supply-chain solutions for large and medium-size national and multinational companies. Its integrated network in Freight Management and Contract Logistics spans more than 160 countries. Approximately 56,000 employees are dedicated to delivering effective solutions across a variety of industry sectors where CEVA applies its operational expertise to provide best-in-class services. CEVA generated revenue of \$7 billion and adjusted EBITDA of \$280 million in 2017. CEVA Logistics is listed on SIX Swiss Exchange under ticker symbol CEVA. For more information, please visit www.cevalogistics.com.

Safe Harbor Statement:

This news release contains specific forward-looking statements. These forward-looking statements include, but are not limited to, discussions regarding the proposed refinancing described above, including any future offering of notes, its guidance for 2018 and beyond, discussions regarding industry outlook, CEVA's expectations regarding the performance of its business or joint ventures, its liquidity and capital resources, and other non-historical statements. These statements can be identified by the use of words such as "believes" "anticipates," "expects," "intends," "plans," "continues," "estimates," "predicts," "projects," "forecasts," and similar expressions. All forward-looking statements are based on management's current expectations and beliefs only as of the date of this news release and, in addition to the assumptions specifically mentioned in the above paragraphs, there are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements, including the effect of local and national economic, credit and capital market conditions, a downturn in the industries in which we operate (including the automotive industry and the air freight business), risks associated with CEVA's global operations, fluctuations and increases in fuel prices, CEVA's substantial indebtedness, restrictions contained in its debt agreements and risks that it will be unable to compete effectively. Further information concerning CEVA and its business, including factors that potentially could



Making business flow

materially affect CEVA's financial results, is contained in the annual and quarterly reports of CEVA Logistics AG (and its predecessor CEVA Holdings LLC), available on the Company's website, which investors are strongly encouraged to review. Should one or more of these risks or uncertainties materialise or the consequences of such a development worsen, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. CEVA disclaims any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.