



EUROKAI Kommanditgesellschaft auf Aktien

Interim Group Management Report

for the first half-year 2009

Hamburg, August 2009

EUROKAI Kommanditgesellschaft auf Aktien, Hamburg

Consolidated statement of comprehensive income for the period January 01 to June 30, 2009

	Jan 01 to June 30, 2009 TEUR	Jan 01 to June 30, 2008 TEUR
Revenue	305,313	357,007
Other operating income	15,808	16,588
Cost of materials	-75,655	-95,707
Personnel expenses	-154,837	-162,259
Amortisation/ depreciation	-36,388	-32,026
Other operating expenses	-28,627	-31,768
Earnings before investment result, interest and income tax (EBIT)	25,614	51,835
Interest and similar income	949	898
Finance costs	-7,947	-6,859
Income from associates	-1,529	-654
Income from other investees	2,524	667
Other financial result	-419	-319
Earnings before income tax (EBT)	19,192	45,568
Income tax	-6,183	-14,422
Consolidated net profit for the the period Jan 01 to June 30, 2009	13,009	31,146
Thereof attributable to:		
Equity holders of the parent	8,843	23,563
Hybrid capital shareholders	2,511	2,518
Non-controlling interest	1,655	5,065
	13,009	31,146
Earnings per share in EUR (according to IAS 33)	0,56	1,49
Consolidated net profit for the the period	13,009	31,146
Revaluation of financial derivates	86	1,172
Currency translation adjustments	-164	-17
Deferred tax recognized directly in equity	-19	-347
Other comprehensive income	-97	808
Comprehensive income	12,912	31,954
Thereof attributable to:		
Equity holders of the parent	8,991	24,165
Hybrid capital shareholders	2,511	2,518
Non-controlling interest	1,410	5,271
	12,912	31,954

EUROKAI Kommanditgesellschaft auf Aktien, Hamburg
Consolidated Balance Sheet as at June 30, 2009

ASSETS	June 30, 2009	Dec 31, 2008	EQUITY AND LIABILITIES	June 30, 2009	Dec 31, 2008
	TEUR	TEUR		TEUR	TEUR
Non-current assets			Capital and reserves		
Intangible assets			Issued capital	13,468	13,468
Goodwill	515	512	Personally Liabe General Partner's capital	294	294
Other intangible assets	<u>71,203</u>	<u>71,969</u>	Revenue reserves	53,057	45,557
	<u>71,718</u>	<u>72,481</u>	Capital reserves	1,801	1,801
			Foreign currency adjustment item	-164	0
Property, plant and equipment			Accumulated profit	183,017	191,774
Land, land rights and buildings			Reserve from the fair value measurement		
including buildings on third-party land	192,620	188,106	of financial derivatives	<u>-1,466</u>	<u>-1,778</u>
Plant and machinery	356,250	349,056	Equity attributable to equity holders of the parent	<u>250,007</u>	<u>251,116</u>
Other equipment, furniture and fixtures	17,273	17,840	Equity to hybrid capital shareholders	<u>74,464</u>	<u>78,010</u>
Prepayments and assets under construction	<u>81,511</u>	<u>70,927</u>	Non-controlling interest	<u>67,807</u>	<u>69,943</u>
	<u>647,654</u>	<u>625,929</u>	Equity to hybrid capital shareholders and non-controlling interest	<u>142,271</u>	<u>147,953</u>
				<u>392,278</u>	<u>399,069</u>
Financial assets			Liabilities and provisions		
Investments in associates	21,094	21,706	Non-current financial and provisions		
Investments	4,076	4,072	Non-current financial liabilities, net of current portion	138,095	138,125
Other financial assets	<u>7,454</u>	<u>6,954</u>	Government grants	24,414	25,726
	<u>32,624</u>	<u>32,732</u>	Other financial liabilities	73,587	48,558
			Other non-financial liabilities	6,034	6,248
Deferred income tax assets	9,981	10,159	Deferred income tax liabilities	19,234	20,476
Other financial receivables and assets	87	52	Provisions		
Other non- financial receivables and assets	<u>13,446</u>	<u>13,645</u>	Provisions for employee benefits	39,213	39,387
	<u>775,510</u>	<u>754,998</u>	Other provisions	<u>19,047</u>	<u>19,153</u>
				<u>319,624</u>	<u>297,673</u>
Current assets			Current liabilities and provisions		
Inventories	15,960	14,847	Current portion of non-current financial liabilities	69,128	42,132
Trade receivables	96,282	89,667	Trade payables	54,159	95,812
Other financial assets	17,587	36,981	Government grants	2,664	2,633
Other non-financial assets	5,179	19,019	Other financial liabilities	92,579	69,844
Current recoverable income taxes	2,556	2,418	Other non-financial liabilities	16,902	15,500
Cash and cash equivalents	<u>50,665</u>	<u>27,113</u>	Income tax obligations	9,523	15,298
	<u>188,229</u>	<u>190,045</u>	Provisions		
			Provisions for employee benefits	4,644	4,663
			Other provisions	<u>2,238</u>	<u>2,419</u>
				<u>251,837</u>	<u>248,301</u>
				<u>571,461</u>	<u>545,974</u>
				<u>963,739</u>	<u>945,043</u>
	<u>963,739</u>	<u>945,043</u>			

EUROKAI Kommanditgesellschaft auf Aktien, Hamburg
Consolidated cash flow statement for the period January 01 to June 30, 2009

	January 01 to June 30, 2009	January 01 to June 30, 2008
	TEUR	TEUR
1. Cash flows from operating activities		
EBT	19,193	45,568
Depreciation, amortisation and impairment losses	36,388	32,026
Gain/loss from the disposal of assets	-12	-734
Currency translation adjustments	-164	306
Profit/loss from investments accounted for using the equity method	1,529	-654
Profit/loss from other investments	-2,524	-667
Interest result	6,998	5,961
= Operating profit before changes in assets carried as working capital	<u>61,408</u>	<u>81,806</u>
Increase/decrease in trade receivables	-6,615	-9,813
Increase/decrease in other assets	33,398	164
Increase/decrease in inventories	-1,114	-1,029
Increase/decrease in government grants	-1,281	-974
Increase/decrease in provisions which affects income (excluding interest costs)	-1,574	-986
Increase/decrease in trade payables and other liabilities	<u>-37,939</u>	<u>-4,032</u>
= Cash flows used in/from changes in assets carried as working capital	<u>-15,125</u>	<u>-16,670</u>
Interest received	949	898
Interest paid	-6,854	-5,766
Income taxes received/paid	-12,644	-12,152
= Cash paid/received for interest and income tax	<u>-18,549</u>	<u>-17,020</u>
= Net cash flows from operating activities	<u>27,734</u>	<u>48,116</u>
2. Cash flows from investing activities		
Proceeds from the disposal of intangible assets and property, plant and equipment	1,479	6,753
Investments in intangible assets and property, plant and equipment	-54,596	-92,613
Cash received from long-term borrowing	88	0
Cash paid for capital contribution in other investments	-504	-1,149
Cash paid for capital contribution accounted in associates	-1,560	-2,009
Dividends received	<u>2,524</u>	<u>1,748</u>
= Net cash flows used in investing activities	<u>-52,569</u>	<u>-87,270</u>
3. Cash flows from financing activities		
Cash received from shareholder contributions	7,500	7,500
Cash paid to equity holders	-10,600	-9,819
Cash paid for hybrid capital shareholders	-5,056	-5,035
Cash received from shareholder loans	0	10,193
Repayment of non-current shareholder loans	-32	-4,150
Proceeds from issue of non-current financial liabilities	42,689	24,366
Repayment of non-current financial liabilities	-14,911	-26,389
Increase in lease liabilities	27,501	24,093
Payment of finance lease liabilities	-2,977	-1,213
Cash received from non-controlling interest	1,520	0
Payment to non-controlling interest	<u>-5,066</u>	<u>-6,374</u>
= Net cash flows used in financing activities	<u>40,568</u>	<u>13,172</u>
Net increase/decrease in cash and cash equivalents (subtotal of 1 to 3)	15,733	-25,982
Cash and cash equivalents at January 01	<u>19,573</u>	<u>5,634</u>
Cash and cash equivalents at the end of the period	<u>35,306</u>	<u>-20,348</u>
Composition of cash and cash equivalents		
Cash and cash equivalents	50,665	7,363
Bank liabilities/overdrafts due on demand	<u>-15,359</u>	<u>-27,711</u>
Cash and cash equivalents at the end of the period	<u>35,306</u>	<u>-20,348</u>

EUROKAI Kommanditgesellschaft auf Aktien, Hamburg

Interim Group management Report as of June 30th, 2009

General

The companies incorporated in the EUROKAI Group are principally engaged in container handling in continental Europe. These companies operate container terminals, in some cases with partners, in La Spezia, Gioia Tauro, Livorno, Cagliari, Ravenna and Salerno in Italy, in Bremerhaven, in Hamburg and in Lisbon (Portugal), and in addition are participants in terminal projects in Wilhelmshaven, Tangier (Morocco) and Ust-Luga (Russia). The EUROKAI Group further has shareholdings in a number of inland terminals and rail operators.

Secondary services are provided in the form of cargo-modal services, such as distribution and storage of goods, intermodal services – carriage of sea containers from and to the terminals – as well as repairs, depot storage and trade of containers, technical services and IT services.

Over the first half year 2009 the effects of the economic and financial crisis could also be clearly seen in the real economy and had a considerable effect on business in the EUROKAI Group. The downturn in industrial production and in the volume of transport led to significant falls in revenue and results.

The world economy is currently experiencing a crisis which, in its scope and rapid dissemination, is without precedent. These unforeseeable events found the EUROKAI Group surprised but not unprepared. By introducing comprehensive cost-reduction measures and adapting its capital investment to reflect current developments, the EUROKAI Group responded early to the fall in handling volumes triggered by the crisis. Globalisation and world trade are both suffering short to long term effects as a result of the recession, but their outlook in the long term continues to be good. Given this background, when the economy recovers, the EUROKAI Group will be in a position to participate at an above-average level in the upturn again.

Important events which had an effect on specific companies' earnings, financial position and assets in the first half of 2009 will be discussed below in the remarks on the company concerned.

Volume trends

The container terminals in the EUROKAI Group handled a total of 6.285 million TEUs in the first half of 2009 (same period in the previous year: 6.994 million TEUs), which represented a decline of 10.1%. The following table shows the handling figures for the container terminals in the EUROKAI Group:

Location	First half-year 2009 (in TEUs)	First half-year 2008 (in TEUs)	Change
Bremerhaven	2,133,203	2,692,433	- 20.8 %
Hamburg	1,137,746	1,372,620	- 17.1 %
Total Germany	3,270,949	4,065,053	- 19.5 %
Gioia Tauro	1,552,393	1,725,111	- 10.0 %
Cagliari	362,184	38,104	850.5 %
La Spezia	415,572	537,898	- 22.7 %
Salerno	85,515	116,085	- 26.3 %
Livorno	223,131	301,457	- 26.0 %
Ravenna	91,760	94,270	- 2.7 %
Total Italy	2,730,555	2,812,925	- 2.9 %
Lisbon	102,741	116,365	- 11.7 %
Tangier	180,465	-	-
Total EUROKAI	6,284,710	6,994,343	- 10.1 %

Each figure represents total handling at the terminal concerned.

Earnings

To show earnings, we use in the following overview a profit and loss account derived from an operational analysis:

	January 1st to June 30th, 2009		January 1st to June 30th, 2008		Change EUR '000
	EUR '000	%	EUR '000	%	
Revenues	305,313		357,007		-51,694
Other operating income	15,808		16,588		-780
Operating income	321,121	100	373,595	100	-52,474
Cost of materials	-75,655	-24	-95,707	-26	20,052
Personnel expenses	-154,837	-48	-162,259	-43	7,422
Amortisation / Depreciation	-36,388	-11	-32,026	-9	-4,362
Other operating expenses	-28,627	-9	-31,768	-9	3,141
Operating costs	-295,507	-92	-321,760	-87	26,253
Earnings before investment result, interest and tax (EBIT)	25,614	8	51,835	13	-26,221
Earnings from investment result and interest	-6,422		-6,267		-155
Earnings before income tax (EBT)	19,192		45,568		-26,376
Income tax	-7,355		-14,704		7,349
Deferred taxes	1,172		282		890
Consolidated net profit	13,009		31,146		-18,137
Thereof attributable to:					
Equity holders of the parent	8,843		23,563		
Other shareholders	2,511		2,518		
Non-controlling interest	1,655		5,065		
	13,009		31,146		

External revenues of the EUOKAI Group over the period under review stood at EUR 305.3 million. Of this, EUR 151.8 million came from the CONTSHIP Group and EUR 151.3 million from the 50% of the EUROGATE Group which is incorporated in the EUOKAI Group Financial Statements.

Earnings before investment result, interest and tax (EBIT) stood at EUR 25.6 million for the first half of 2009, having fallen significantly compared with the same period in the previous year. This was mainly due to the decline in handling volumes, coupled with a concurrent disproportionate rise in staff costs.

Earnings before income tax (EBT) shrank considerably. Here the first half of 2009 saw a decrease in comparison with the same period in the previous year, to EUR 19.2 million.

As a consequence, the consolidated net profit for the period January 1st to June 30th, 2009 was down by EUR 18.1 million compared with the same period of the previous year, to stand at EUR 13.0 million.

CONTSHIP Group

Contship Italia S.p.A., of Genoa, Italy, is the holding company of the CONTSHIP Group; it sets corporate strategy and coordinates operations. Its main stakeholdings continue to include Medcenter Container Terminal S.p.A., of Gioia Tauro; La Spezia Container Terminal S.p.A., of La Spezia; Terminal Darsena Toscana S.r.l., of Livorno; Sogemar S.p.A., which is engaged in intermodal business, Luzernate di Rho/Milan; Hannibal S.p.A., of Melzo/Milan; and CICT-Porto Industriale di Cagliari S.p.A., of Cagliari (all Italy).

With the exception of Cagliari International Container Terminal, container handling was down at all the CONTSHIP Group's Italian terminals in the first half of 2009. The CONTSHIP Group's market share in Italy over the first half of 2009 continued to stand at over 50%.

Handling figures at Medcenter Container Terminal S.p.A. in the first half of 2009 were 10.0% down on the previous year, standing at 1.552 million TEUs. Though it proved possible to counterbalance the fall in handling for Maersk Line by a further rise in handling for Mediterranean Shipping Company S.A., half-yearly earnings were down on the same period of the previous year and failed to show an overall profit.

La Spezia Container Terminal S.p.A. is a 60% shareholding of Contship Italia S.p.A. The company posted a decline in half-yearly earnings compared with the same period in the previous year, handling figures having fallen by 22.7% to 0.416 million TEUs.

Terminal Darsena Toscana S.r.l., in which Contship Italia S.p.A. has a shareholding of 50%, saw handling figures fall by 26.0% to 0.223 million TEUs. This decline was reflected by a fall in the company's half-yearly earnings.

Cagliari International Container Terminal – CICT Porto Industriale Cagliari S.p.A. – handled a total of 0.362 million TEUs in the first half of 2009, posting profitable half-yearly earnings well up on the same period of the previous year.

Sogemar S.p.A. operates carriage by rail and road and runs inland terminals with incoming and outgoing container storage, container repair, customs handling and warehousing. Having posted a fall in transport volume compared with the previous year the company saw a fall in half-yearly earnings and recorded a slight loss.

Hannibal S.p.A., in which Contship Italia S.p.A. has again held 100% of the shares since September 2007, saw intermodal transport volumes rise again and posted a further profitable rise in half-yearly earnings.

Due to the overall decline in handling figures, the CONTSHIP Group saw a considerable fall in half-yearly earnings compared with the previous year.

EUROGATE Group

The main feature of business at the EUROGATE Group over the first half of 2009 was a decline in handling. Given the decline in the volume of handling as a result of the economic crisis, revenues were sharply down on the same period of the previous year. Thus Group earnings for the first half of 2009 were below the previous year's level.

Handling figures at the German terminals were 19.5% down overall. Because of structural changes in scheduled services by the container-shipping lines at the various locations, however, trends varied very greatly between the individual companies.

The German companies operating container terminals fared as follows over the period under review:

EUROGATE Container Terminal Hamburg GmbH recorded handling figures of 1.138 million (same period in the previous year: 1.373 million TEUs), which was a decline of 17.1%. Despite a disproportionately low fall in revenues, this decline in volume meant that the company posted half-yearly earnings, before profit transfer to EUROGATE Holding, which were down on the first half year of 2008.

EUROGATE Container Terminal Bremerhaven GmbH saw handling figures of 0.349 million TEUs over the period under review (same period in the previous year: 0.797 million TEUs), recording the largest fall in volume of 56.4%, and consequently posting a negative half-yearly result before loss offset by EUROGATE Holding. Given this considerable drop in volume, short-time working was introduced on May 1st, 2009.

North Sea Terminal Bremerhaven GmbH & Co., in its capacity as a dedicated terminal for the Maersk Line, saw its figures remain almost stable, with a fall in volume of 2.3%, having handled 1.347 million TEUs in the period under review (same period last year: 1.379 million TEUs). As a consequence of these handling figures, half-yearly earnings were down only slightly on the previous year.

MSC Gate Bremerhaven GmbH & Co. KG, the joint venture between EUROGATE GmbH & Co. KGaA, KG and Terminal Investment Ltd. of Guernsey, an affiliate of Mediterranean Shipping Company S.A of Geneva, recorded handling figures of 0.436 million TEUs (same period in the previous year: 0.516 million TEUs), which was a decline in volume of 15.6% compared to the first half year 2008. The company consequently failed narrowly to break even in its half-yearly result.

Assets

The asset and capital structure recorded the following course over the first half of 2009:

	June 30th, 2009		December 31st 2008		Change EUR '000
	EUR '000	%	EUR '000	%	
Intangible assets	71,718	7	72,481	8	-763
Property, plant and equipment	647,654	67	625,929	66	21,725
Financial assets	32,624	4	32,732	4	-108
Deferred income tax assets	9,981	1	10,159	1	-178
Other receivables and assets	13,533	1	13,697	1	-164
Non-current assets	775,510	80	754,998	80	20,512
Inventories	15,960	2	14,847	2	1,113
Trade receivables	96,282	10	89,667	9	6,615
Other receivables and assets	25,322	3	58,418	6	-33,096
Cash and cash equivalents	50,665	5	27,113	3	23,552
Current assets	188,229	20	190,045	20	-1,816
Total assets	963,739	100	945,043	100	18,696

	June 30th, 2009		December 31st 2008		Change EUR '000
	EUR '000	%	EUR '000	%	
Issued capital	13,468	1	13,468	1	0
Personally Liabe General Partner´s capital and reserves	53,522	6	45,874	5	7,648
Accumulated profit	183,017	19	191,774	20	-8,757
Equity to hybrid capital shareholders	74,464	8	78,010	8	-3,546
Non-controlling interest	67,807	7	69,943	8	-2,136
Capital and reserves	392,278	41	399,069	42	-6,791
Non-current financial liabilities, net of current portion	138,095	14	138,125	15	-30
Government grants	24,414	3	25,726	3	-1,312
Other financial and non-financial liabilities	79,621	8	54,806	6	24,815
Deferred income tax liabilities	19,234	2	20,476	2	-1,242
Provisions	58,260	6	58,540	6	-280
Non-current liabilities and provisions	319,624	33	297,673	32	21,951
Current portion of non-current financial liabilities	69,128	7	42,132	4	26,996
Trade payables	54,159	6	95,812	10	-41,653
Government grants	2,664	0	2,633	0	31
Other financial and non-financial liabilities	119,004	12	100,642	11	18,362
Provisions	6,882	1	7,082	1	-200
Current liabilities and provisions	251,837	26	248,301	26	3,536
Total capital and liabilities	963,739	100	945,043	100	18,696

The balance-sheet total for the EUROKAI group rose by EUR 18.7 million in the first half of 2009. This rise compared to the end of 2008 was due mainly to capital investment in fixed assets.

In accordance with a resolution of the Annual General Meeting of June 17th, 2009, the sum of EUR 7.5 million was taken from the accumulated profit of 2008 and placed in the other revenue reserves.

Financial position

The following cash flows were recorded in the first half-years of 2008 and 2009:

	January 1st to June 30th, 2009 EUR '000	January 1st to June 30th, 2008 EUR '000
Cash flows from operating activities	27,734	48,116
Cash flows from investing activities	-52,569	-87,270
Cash flows from financing activities	40,568	13,172
Net increase/decrease in cash and cash equivalents	15,733	-25,982
Cash and cash equivalents at January 1st	19,573	5,634
Cash and cash equivalents at the end of the period	<u>35,306</u>	<u>-20,348</u>
<u>Composition of cash and cash equivalents</u>		
Cash and cash equivalents	50,665	7,363
Bank liabilities overdrafts due on demand	-15,359	-27,711
Cash and cash equivalents at the end of the period	<u>35,306</u>	<u>-20,348</u>

Based on the earnings before tax of EUR 19.2 million recorded in the first half of 2009 (same period of the previous year: EUR 45.6 million), cash flow from current business activity stood at EUR 27.7 million (same period in the previous year: EUR 48.1 million).

In accordance with the resolution of the Annual General Meeting of EUROKAI KGaA of June 17th, 2009, a dividend of 30% (previous year: 30%) was paid on the company's ordinary and preference shares for the business year 2008.

Staffing and welfare

The average number of employees in the Group at the end of the first half-year was as follows:

	First half-year 2009	Second half-year 2008
Industrial staff	3,023	3,012
Office staff	1,300	1,294
	<u>4,323</u>	<u>4,306</u>

These figures contain a 50% quota of staff numbers for the EUROGATE Group.

Addendum

No events of major importance have occurred following the accounting cut-off day of June 30th, 2009.

Opportunities and risks of future development

No changes of major importance took place in the risk position of the EUKOKAI Group compared with the statements made in the Management Report for 2008. We have set out the possible opportunities in this present report under *Forecasts and other statements on anticipated development*, and in the Management Report for the business year 2008 under *Anticipated development and outlook for 2008*.

Forecasts and other statements on anticipated development

The main forecasts and other statements on the anticipated development of the Group for the business year 2009 in the Group Management Report as of December 31st, 2008 have been confirmed as a whole over the period under review so far.

No factors threatening the continued existence of the company currently exist, such as over-indebtedness, insolvency or other risks having a particular impact on assets, financial position and earnings.

Based on a current evaluation of future handling figures, we expect a moderate rise in earnings in the further course of 2009 compared with the half-yearly result.

Major transactions with closely related persons

No major changes in relations with closely related persons and companies and in the type of transactions with these persons and companies in the first half-year 2009 require to be reported in comparison with the business year 2008. The volume of transactions with closely related persons and companies over the period under review was down in comparison with the same period of the previous year.

Hamburg, August 2009

The Personally Liable General Partner

Kurt F. W. A. Eckelmann (GmbH & Co.) KG, Hamburg

represented by the Management Board of its Managing Partner, Waltershof-Peute Hafen Betriebs G.m.b.H., Hamburg

Cecilia E. M. Eckelmann-Battistello

Thomas H. Eckelmann

Responsibility Statement

Declaration by legal representatives:

“We hereby declare, to the best of our knowledge, that, in conformity with the accounting principles applicable to the production of interim financial reports, the Interim Group Financial Statement gives an accurate picture of the assets, financial position and earnings of the Group, and that the Interim Group Management Report presents the course of business in the Group, including its business results and position, in such a way as to convey an accurate picture, and that it sets out the main risks and opportunities involved in the Group’s anticipated development in the remaining business year.”

Hamburg, August 2009

The Personally Liable General Partner

Kurt F. W. A. Eckelmann (GmbH & Co.) KG, Hamburg

represented by the Management Board of its Managing Partner,

Waltershof-Peute Hafen Betriebs G.m.b.H., Hamburg

Cecilia E. M. Eckelmann-Battistello

Thomas H. Eckelmann