



Further clarifications about the Transaction

Q: What is the pricing for which E.ON would do a pre-financing of MPX's equity portion in the JV?

A: E.ON and MPX will – on a project by project basis – decide on E.ON's potential pre-financing and decide upon terms and conditions. Any pre-financed equity shall be remunerated in a market-adequate and risk-adjusted manner. While the cost of equity of E.ON in Brazil forms the basis for the remuneration, any additional, specific or asymmetric risks will be taken into account as needed resulting in an appropriate equity return based on the profile of the respective project.

Q: How do you derive at the 55 R\$/share as the implicit price of the transaction?

A: Based on a value of 7.5 bn R\$ after the spin-off of CCX together with the cash portion of up to R\$ 814 million and taking into consideration the current number of shares of approx. 137 million you derive at the above mentioned number of 55 R\$ per share. However the capital increase of E.ON will happen after the conversion of certain debentures into common equity of MPX which will increase the number of outstanding shares by approx. 25 – 35 million (assuming a conversion rate of 70 to 100%, respectively). Therefore the implicit price per share will be at around 44-46 R\$.

Q: Help us to understand the underlying premium of the transaction!

A: To assess the premium to MPX's current market valuation one must consider that the capital increase will happen only after the transfer of up to R\$ 814 million of cash currently held by MPX (approx. R\$ 4.7-5.0 per share) to CCX and the subsequent spin-off of the latter. Thus, the adjusted implicit price per share on a basis comparable to today's screen price would be the sum of:

Implicit price per share of the capital increase: R\$ 44-46

(+) Cash per share to be transferred to CCX before the spin-off: R\$ 4.7-5.0

(+) Value per share of CCX

= R\$ 48.7-51.0 + Value per share of CCX

CCX is developing a major compliance coal integrated mining system in Colombia, consisting of a deep-water port, a 150-km railroad and estimated resources to support a 35 Mtpa-production.

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