



Berlin, 18 December 2012

Acquisition of a majority stake in airberlin's Frequent Flyer Program  
topbonus by Etihad Airways



# Strategic partnership between airberlin and Etihad to develop topbonus into an leading multipartner loyalty plan

## Introduction

- ❖ Enabling transaction for topbonus to develop its full potential
- ❖ Highly compelling strategic logic given complementary expertise and regional presence
- ❖ Consistent with wider strategic partnership between airberlin and Etihad



## topbonus facts and figures

### topbonus is the highly attractive Frequent Flyer Program (FFP) of airberlin



- 1 3.1 million members with steady growth and significant development potential
- 2 Germany's second largest FFP
- 3 Strong and growing partner network with currently 123 partners
- 4 Expansion of earn and burn partners and categories envisaged
- 5 Over 1,000 new members per day in 2012

# topbonus partner network

topbonus has a reputable and significant partner network with 123 partners

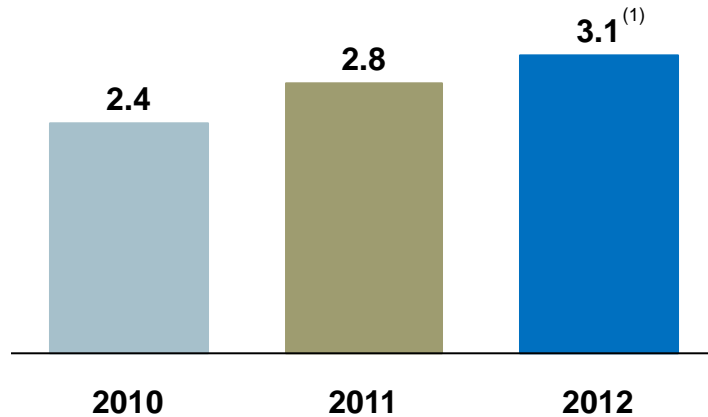
Earn + burn	Selected earn partners			
<p><b>Air travel</b></p> <p><b>oneworld alliance</b></p>	<p><b>Hotels</b></p>	<p><b>Car rental</b></p>	<p><b>Finance &amp; insurance</b></p> <p><b>Newspapers</b></p>	<p><b>Co-branded credit cards</b></p> <p><b>Other partners</b></p>

(1) Expected new oneworld alliance members  
 (2) Denotes coalition partner

## topbonus member base

### topbonus has a growing and attractive member base

Number of members (in Mio.)



Status levels of members



- ❖ Member base expected to grow to 3.1m members by year end 2012
- ❖ Strong historical growth rates with a CAGR of 14% from 2010 to 2012

- ❖ Differentiation of members in standard, silver, gold and platinum
- ❖ Status levels attractive for members
- ❖ Higher revenue generated with premium members

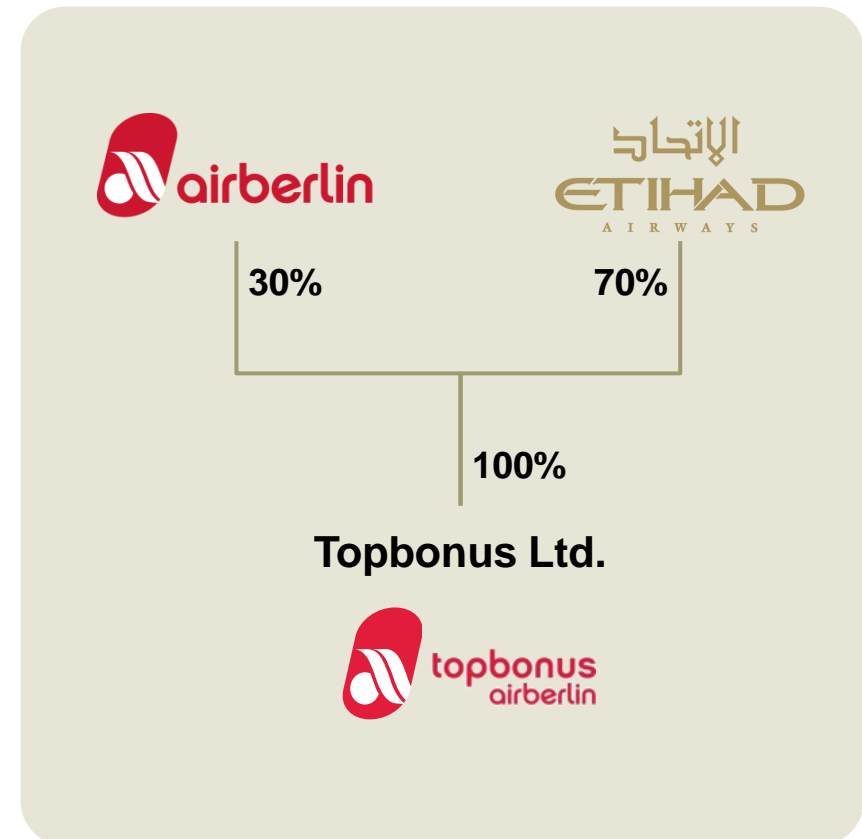
### airberlin intends to monetize topbonus

(1) 2012 data based on extrapolation from figures related to the period between 1 January and 31 August 2012.

## Etihad to acquire a 70% stake in airberlin's FFP topbonus

### Transaction parameters

- ❖ Legal separation of airberlin's FFP topbonus into a newly created entity ("Topbonus Ltd.")
- ❖ Purchase price represents an enterprise value of €200 million
  - ❖ c. €65 per member
- ❖ airberlin to receive net cash proceeds of c. €184.4 million and to own 30% in Topbonus Ltd.
  - ❖ option to acquire back a 10% stake in 2013
- ❖ Etihad to own 70% in Topbonus Ltd.
- ❖ Expected recognition of gain on disposal of €184.4 million by airberlin in financial year 2012
- ❖ Closing expected by year end 2012



## Transaction rationale




- ❖ Fully consistent with strategy of enhancing attractiveness of topbonus
- ❖ Partial monetization of topbonus
- ❖ Creating visibility of value contributed by topbonus
- ❖ Strengthening of equity and reduction of financial leverage
- ❖ Ability to participate in future development of topbonus



- ❖ Highly compelling strategic logic as evidenced by precedent transactions
- ❖ Separation as enabling event for topbonus to develop its full potential
- ❖ Complementary expertise in management of FFPs and multipartner programs


## Expected financial effect on airberlin

### Strengthening of equity and reduction of financial leverage

 Key 2012 expected financial effects

- Positive contribution to net profit**
- Reduction of financial liabilities**
- Strengthening of equity**

- ❖ Cash proceeds of c. €184.4 million
- ❖ Gain on disposal of €184.4 million
- ❖ Equity increase of €184.4 million

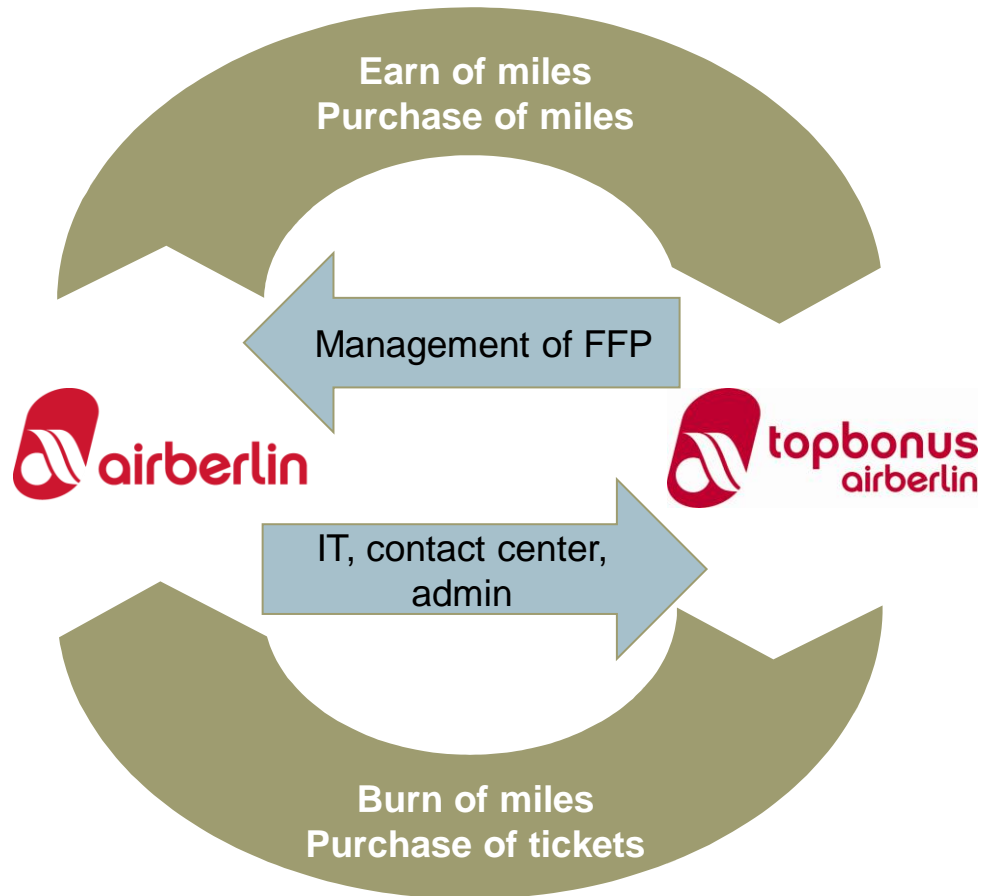
 Key future financial effects

- Positive contribution to EBITDA**
- Cash flow expected in the mid-term**

- ❖ Deconsolidation of topbonus
- ❖ Positive earnings effect after year 5
- ❖ Income from associates / dividends
- ❖ Increase in value of retained stake



# Future operational cooperation between topbonus and airberlin



## Long term commercial agreement

- ❖ topbonus as manager of airberlin's FFP
- ❖ Compensation of miles awarded by airberlin
- ❖ Purchase of flight tickets by topbonus

## Transitional service agreement, including

- ❖ IT services
- ❖ Admin services

# Industrial logic of strategic partnership

## FFP today

- ❖ Part of airberlin's organization and strategy
- ❖ Focus on airberlin customers
- ❖ Dependent on airberlin's marketing budget

- 3.1 million members
- Germany / Austria
- 123 partner
- No non-air burn
- No web store



## FFP tomorrow:

### Independent FFP and multipartner program

- ❖ Independent organization with dedicated strategy
- ❖ Focus on customers outside airberlin and multi-partner network
- ❖ Enhanced program attractiveness



- >3.1 million members
- Germany / Austria
- >123 partner
- **Attractive non-air burn**
- **Launch of web store**