

2023年3月29日

各 位

上場会社名 株式会社 商船三井  
代表者名 代表取締役 社長執行役員  
橋本 剛

(コード：9104)

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**当社持分法適用会社が参画するコンソーシアムによる  
Atlas Corp. 社株式取得完了のお知らせ**

2022年8月5日付「当社持分法適用会社が参画するコンソーシアムによるAtlas Corp. 社に対する株式取得提案のお知らせ」の通り、当社が31%出資する持分法適用会社Ocean Network Express Pte. Ltd. (以下、「ONE社」)は、2022年8月4日(米国時間)、Atlas Corp. 社(ニューヨーク証券取引所上場、ティッカーシンボルATCO/以下、「Atlas社」)<sup>1</sup>の主要株主2者、及びAtlas社の会長とコンソーシアムを組成のうえ、Atlas社に対し、コンソーシアム以外の株主が保有する同社の発行済普通株式の取得を共同で提案しました。

さらに、2022年11月2日付「当社持分法適用会社が参画するコンソーシアムによるAtlas Corp. 社に対する株式取得合意のお知らせ」の通り、コンソーシアムはAtlas社取締役によって構成される特別委員会の同意を得、同社普通株式取得手続きを進めて参りました。

今般、コンソーシアムは、Atlas社の株式取得を目的として設立したPoseidon Acquisition Corp. (以下、「Poseidon社」)通じ、予定されていた株式取得を完了しましたので、下記の通りお知らせします。

記

1. 概要

本取引は、2023年2月24日にAtlas社の株主総会で承認され、また同3月17日に関係当局から許可を受けました。その後、コンソーシアムは株式取得手続きを執り進め、同3月28日、ニューヨーク証券取引所上場で流通するAtlas社普通株式の内、コンソーシアムメンバーが保有する部分等を除いた全てを、2022年8月4日の終値に34%のプレミアムを付した一株あたり15.50米ドルで現金にて取得しました。

(上記日付は米国東部時間)

## 2. 今後の見通し

上記取引の結果、ONE 社は、Atlas 社発行済株式の 100%を保有する Poseidon 社の発行済株式の 28.7%を有するに至りました。ONE 社は、Atlas 社との強固な関係を通じて、両社の長期的な成長と発展に取り組んで参ります。

Poseidon 社は ONE 社の持分法適用会社となりますが、本取引実現後の当社業績への影響は軽微と考えられます (Atlas 社の過去の業績につきましては、【参考資料 1】をご参照ください)。

本件につきましては、Atlas 社がコメントを発表しておりますので次頁【参考資料 2】をご参照ください。

<sup>1</sup> Atlas Corp.

Atlas 社は世界最大手のコンテナ船専業船主 Seaspan Corporation を傘下に持つアセットマネジメント会社。

ウェブサイト: <https://atlascorporation.com/>

以上

### 【参考資料 1】 Atlas 社の過去 3 年間の業績 (上段:百万米ドル、下段:億円<sup>2</sup>)

決算期	2020 年 12 月期	2021 年 12 月期	2022 年 12 月期
売上高	1,421.1 (1,899)	1,646.6 (2,200)	1,697.4 (2,268)
営業利益 <sup>3</sup>	458.6 (613)	762.2 (1,018)	751.4 (1,004)
当期純利益 <sup>3</sup>	192.6 (257)	400.5 (535)	622.3 (832)
1 株当たり当期純利益 (上段:米ドル、下段:円)	0.50 (67)	1.26 (168)	1.96 (262)

<sup>2</sup> 円換算に際しては、直近の為替動向に基づく当社社定レート (1ドル=133.62円) を使用しています。

<sup>3</sup> 営業利益は、Atlas 社損益計算書上の“Operating earnings”を、当期純利益は“同 Net earnings”を記載しています。

## 【参考資料 2】 Atlas 社コメント

### **Atlas and Poseidon Announce Completion of Acquisition by Poseidon Acquisition Corp.**

LONDON and TORONTO, March 28, 2023 /CNW/ - Atlas Corp. ("Atlas" or the "Company") (NYSE: ATCO) and Poseidon Acquisition Corp. ("Poseidon"), an entity formed by certain affiliates of Fairfax Financial Holdings Limited ("Fairfax"), certain affiliates of the Washington Family ("Washington"), David Sokol, Chairman of the Board of Atlas, and Ocean Network Express Pte. Ltd. ("ONE"), and certain of their respective affiliates, today announced the completion of the previously announced transaction pursuant to which Poseidon acquired all outstanding common shares of Atlas not already owned by Fairfax, Washington and Mr. Sokol. Pursuant to the terms of the Agreement and Plan of Merger, dated October 31, 2022, by and among the Company, Poseidon and Poseidon Merger Sub, Inc. ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company continuing as the surviving company in the Merger. Each Atlas common share issued and outstanding immediately prior to the effective time of the Merger, other than common shares held by Fairfax, Washington and Mr. Sokol, was converted into the right to receive \$15.50 per share in cash. In addition, as previously announced, the first quarter dividend of \$0.125 per share payable to common shareholders of record as of March 20, 2023 will be paid on March 31, 2023.

In connection with the consummation of the Merger, the Company requested that trading of the common shares on the New York Stock Exchange (the "NYSE") be suspended with immediate effect (the "delisting"). Atlas preferred shares will remain outstanding and continue to trade on the NYSE.

Each of the Merger and the delisting constitutes a "Make-Whole Fundamental Change" under that certain indenture dated as of December 21, 2020, by and among the Company, Seaspan Corporation, a wholly owned subsidiary of the Company and The Bank of New York Mellon, as trustee, governing the exchangeable senior notes due 2025.

#### **Advisors**

Morgan Stanley & Co. LLC is serving as financial advisor to the Special Committee and Gibson, Dunn & Crutcher LLP and Morris, Nichols, Arsht & Tunnell LLP are serving as legal advisors to the Special Committee. Citi is serving as financial advisor to ONE and Latham & Watkins LLP is serving as legal advisor to ONE. Torys LLP is serving as legal advisor to Fairfax, K&L Gates LLP is serving as legal advisor to Washington, and Honigman LLP is serving as legal advisor to David Sokol and Poseidon.

#### **About Atlas**

Atlas is a leading global asset management company, differentiated by its position as a best-in-class owner and operator with a focus on disciplined capital deployment to create sustainable shareholder value. Atlas targets

long-term, risk-adjusted returns across high-quality infrastructure assets in the maritime sector, energy sector and other infrastructure verticals. For more information visit [atlascorporation.com](http://atlascorporation.com).

### **About Fairfax**

Fairfax Financial Holdings Limited is a holding company which, through its subsidiaries, is primarily engaged in property and casualty insurance and reinsurance and the associated investment management.

### **Cautionary Note Regarding Forward-Looking Statements**

This release contains "forward-looking statements." All statements, other than statements of historical facts, that address activities, events or developments that the Company expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. You are cautioned not to rely on these forward-looking statements, which speak only as the date of this release. The Company undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after this release. These statements are based on current expectations of future events, are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company's control and are difficult to predict. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual events could vary materially from the Company's expectations. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements found in the Company's filings with the SEC, which include, but are not limited to, those found in the Company's Annual Report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 16, 2023, the Company's Proxy Statement filed as an exhibit to Schedule 13e-3, filed with the SEC on January 9, 2023, and the Company's other filings with the SEC.

SOURCE Atlas Corp.

For further information: Atlas Inquiries: Will Kostlivi, Investor Relations, Atlas Corp., Tel. +1-888-829-0013, Email: [IR@atlascorporation.com](mailto:IR@atlascorporation.com); Fairfax Financial Holdings Limited Inquiries: John Varnell, Vice President, Corporate Development, Tel. +1-416-367-4941