

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 7, 2019**

MATSON, INC.

(Exact Name of Registrant as Specified in its Charter)

HAWAII (State or Other Jurisdiction of Incorporation)	001-34187 (Commission File Number)	99-0032630 (I.R.S. Employer Identification No.)
1411 Sand Island Parkway Honolulu, Hawaii (Address of principal executive offices)		96819 (zip code)

Registrant's telephone number, including area code: **(808) 848-1211**
(Former Name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	MATX	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On August 7, 2019, Matson, Inc. (the “Company”) issued a press release announcing the Company’s earnings for the quarter ended June 30, 2019. A copy of the press release is attached hereto as Exhibit 99.1. In addition, the Company posted an investor presentation to its website. A copy of the investor presentation is attached hereto as Exhibit 99.2.

The information in this report (including Exhibits 99.1 and 99.2) is being furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(a) - (c) Not applicable.

(d) Exhibits.

The exhibits listed below are being furnished with this Form 8-K.

99.1 [Press Release issued by Matson, Inc., dated August 7, 2019](#)

99.2 [Investor Presentation, dated August 7, 2019](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATSON, INC.

/s/ Joel M. Wine

Joel M. Wine

Senior Vice President and Chief Financial Officer

Dated: August 7, 2019



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FOR IMMEDIATE RELEASE

MATSON, INC. ANNOUNCES SECOND QUARTER 2019 RESULTS; LOWERS FULL YEAR 2019 OPERATING INCOME OUTLOOK

- 2Q19 EPS of \$0.43
- 2Q19 Net Income of \$18.4 million versus \$32.6 million in 2Q18
- 2Q19 EBITDA of \$64.9 million versus \$79.3 million in 2Q18
- Lowers Full Year 2019 Ocean Transportation Operating Income Outlook and Raises Full Year 2019 Logistics Outlook

HONOLULU, Hawaii (August 7, 2019) – Matson, Inc. (“Matson” or the “Company”) (NYSE: MATX), a leading U.S. carrier in the Pacific, today reported net income of \$18.4 million, or \$0.43 per diluted share, for the quarter ended June 30, 2019. Net income for the quarter ended June 30, 2018 was \$32.6 million, or \$0.76 per diluted share. Consolidated revenue for the second quarter 2019 was \$557.9 million compared with \$557.1 million for the second quarter 2018.

For the six months ended June 30, 2019, Matson reported net income of \$30.9 million, or \$0.72 per diluted share compared with \$46.8 million, or \$1.09 per diluted share in 2018. Consolidated revenue for the six month period ended June 30, 2019 was \$1,090.3 million, compared with \$1,068.5 million in 2018.

Matt Cox, Matson’s Chairman and Chief Executive Officer, commented, “Our performance in the second quarter was mixed, with Ocean Transportation operating income coming in below expectations and Logistics posting stronger-than-expected operating income. Within Ocean Transportation, we performed as expected across most of our tradelanes, except we saw a weaker-than-expected Hawaii market, and we were negatively impacted by a lower contribution from SSAT primarily driven by additional expense related to the early adoption of the new lease accounting standard, which we expect to reverse in the second half of this year, and higher terminal operating costs. Within our Logistics segment, we continued to perform well with positive contributions to operating income across all service lines.”

Mr. Cox added, “The Company continues to expect net income in 2019 to decline year-over-year; and we are lowering our outlook for EBITDA in 2019 by approximately \$18 million as a result of continued weakness in the Hawaii tradelane and the unexpected higher operating costs at SSAT in the second quarter, the latter of which is largely behind us. Within Logistics, we continue to expect solid performance in the second half of the year and are raising the full year outlook for operating income. We view 2019 as a transition year and remain confident about achieving the approximately \$30 million in previously-mentioned annual financial benefits from the new vessels. A portion of these benefits coupled with expected financial benefits on other recent vessel and infrastructure investments should produce approximately \$30 million in financial benefits in 2020. In 2021 and thereafter, we expect the full year run-rate of these total investments to produce approximately \$40 million of annual financial benefit.”

Second Quarter 2019 Discussion and Outlook for 2019

Ocean Transportation: The Company’s container volume in the Hawaii service in the second quarter 2019 was 2.3 percent lower year-over-year primarily due to negative container market growth. The GDP of the Hawaii economy

continues to grow, albeit at a slowing pace; however, containerized freight market volume has not been keeping pace with GDP growth. The Company expects volume in 2019 to be lower than the level achieved in 2018, reflecting less containerized freight volume in Hawaii and stable market share.

In China, the Company's container volume in the second quarter 2019 was 2.5 percent higher year-over-year. Matson continued to realize a sizeable rate premium in the second quarter 2019 and achieved average freight rates moderately higher than the second quarter 2018. For the second half of 2019, the Company expects volume to be lower than the prior year as volume normalizes to a traditional level of activity relative to the strong level achieved in the second half of 2018 resulting from the U.S.-China trade situation. For the full year 2019, the Company expects average freight rates to approach the levels achieved in 2018.

In Guam, the Company's container volume in the second quarter 2019 was flat on a year-over-year basis. For 2019, the Company expects volume to approximate the level achieved last year and expects the highly competitive environment to remain.

In Alaska, the Company's container volume for the second quarter 2019 was 8.0 percent higher year-over-year, primarily due to the timing of two additional northbound sailings. For 2019, the Company expects volume to be moderately higher than the level achieved in 2018 with higher northbound volume supported by improving economic conditions in Alaska and higher southbound seafood-related volume due to stronger seafood harvest levels than in 2018.

The contribution in the second quarter 2019 from the Company's SSAT joint venture investment was \$8.2 million lower than the second quarter 2018 primarily due to additional expense related to the early adoption of the new lease accounting standard in the quarter and higher terminal operating costs. Compared to our previous outlook, we expect approximately \$5.8 million in lease-related costs to reverse and be a benefit to SSAT's results in the second half of 2019. For 2019, the Company expects the contribution from SSAT to be lower primarily due to higher terminal operating costs, partially offset by higher lift volume.

As a result of the first half performance and the outlook trends noted above, the Company expects full year 2019 Ocean Transportation operating income to be approximately 20 percent lower than the \$131.1 million achieved in 2018 after taking into account a full year net operating expense impact of \$7.2 million associated with the sale and leaseback of *MV Maunalei*. In the third quarter 2019, the Company expects Ocean Transportation operating income to be moderately lower than the level achieved in the third quarter 2018.

Logistics: In the second quarter 2019, operating income for the Company's Logistics segment was \$1.8 million higher compared to the operating income achieved in the second quarter 2018 due to higher contributions across all of the service lines. For 2019, the Company is raising its outlook and expects Logistics operating income to be approximately 10-15 percent higher than the level achieved in 2018 of \$32.7 million. In the third quarter 2019, the Company expects operating income to approximate the level achieved in the third quarter 2018.

Depreciation and Amortization: For the full year 2019, the Company expects depreciation and amortization expense to be approximately \$133 million, inclusive of dry-docking amortization of approximately \$38 million. As a result of the previously announced scrubber program on six vessels, dry-dock amortization was accelerated on two vessels in the second quarter, which increased depreciation and amortization in the quarter by \$1.4 million and is expected to increase depreciation and amortization for the full year 2019 by approximately \$4.2 million.

EBITDA: The Company expects net income in 2019 to decline year-over-year and expects EBITDA in 2019 to be approximately \$270 million.

Other Income (Expense): The Company expects full year 2019 other income (expense) to be approximately \$2.7 million in income, which is attributable to other component costs related to the Company's pension and post-retirement plans.

Interest Expense: The Company expects interest expense for the full year 2019 to be approximately \$25 million.

Income Taxes: In the second quarter 2019, the Company's effective tax rate was 28.4 percent. For the full year 2019, the Company expects its effective tax rate to be approximately 26.0 percent, which excludes a positive non-cash adjustment of \$2.9 million in the first quarter of 2019 related to the reversal of an expense adjustment in 2018 arising from the enactment of the Tax Cuts and Jobs Act of 2017.

Capital and Vessel Dry-docking Expenditures: For the second quarter 2019, the Company made other capital expenditure payments of \$24.9 million, capitalized vessel construction expenditures of \$9.7 million, and dry-docking payments of \$3.7 million. For the full year 2019, the Company expects to make other capital expenditure payments, including maintenance capital expenditures, of approximately \$100 million, vessel construction expenditures (including capitalized interest and owner's items) of approximately \$215 million, and dry-docking payments of approximately \$20 million.

Results By Segment

Ocean Transportation — Three months ended June 30, 2019 compared with 2018

(Dollars in millions)	Three Months Ended June 30,			
	2019	2018	Change	
Ocean Transportation revenue	\$ 415.4	\$ 406.6	\$ 8.8	2.2 %
Operating costs and expenses	(395.7)	(370.1)	(25.6)	6.9 %
Operating income	\$ 19.7	\$ 36.5	\$ (16.8)	(46.0)%
Operating income margin	4.7 %	9.0 %		
Volume (Forty-foot equivalent units (FEU), except for automobiles) (1)				
Hawaii containers	37,700	38,600	(900)	(2.3)%
Hawaii automobiles	16,700	16,000	700	4.4 %
Alaska containers	18,800	17,400	1,400	8.0 %
China containers	16,300	15,900	400	2.5 %
Guam containers	4,800	4,800	—	— %
Other containers (2)	4,800	3,700	1,100	29.7 %

- (1) Approximate volumes included for the period are based on the voyage departure date, but revenue and operating income are adjusted to reflect the percentage of revenue and operating income earned during the reporting period for voyages in transit at the end of each reporting period.
- (2) Includes containers from services in various islands in Micronesia and the South Pacific, and Okinawa, Japan.

Ocean Transportation revenue increased \$8.8 million, or 2.2 percent, during the three months ended June 30, 2019, compared with the three months ended June 30, 2018. The increase was primarily due to higher freight revenue in Alaska, higher fuel surcharge revenue and higher average rates in China, partially offset by lower container volume in Hawaii.

On a year-over-year FEU basis, Hawaii container volume decreased 2.3 percent primarily due to negative container market growth; Alaska volume increased by 8.0 percent primarily due to the timing of two additional northbound sailings; China volume was 2.5 percent higher; Guam volume was flat; and Other container volume increased 29.7 percent primarily due to the South Pacific and Okinawa services.

Ocean Transportation operating income decreased \$16.8 million, or 46.0 percent, during the three months ended June 30, 2019, compared with the three months ended June 30, 2018. The decrease was primarily due to higher vessel operating costs (including *MV Maunalei* lease expense), a lower contribution from SSAT, higher terminal handling costs and lower volume in Hawaii, partially offset by a higher contribution from the Alaska service and higher average rates in China.

The Company's SSAT terminal joint venture investment contributed \$0.9 million during the three months ended June 30, 2019, compared to a contribution of \$9.1 million during the three months ended June 30, 2018. The decrease

was primarily due to additional expense related to the early adoption of the new lease accounting standard in the quarter and higher terminal operating costs.

Ocean Transportation — Six months ended June 30, 2019 compared with 2018

(Dollars in millions)	Six Months Ended June 30,			
	2019	2018	Change	
Ocean Transportation revenue	\$ 813.3	\$ 785.9	\$ 27.4	3.5 %
Operating costs and expenses	(784.2)	(724.9)	(59.3)	8.2 %
Operating income	\$ 29.1	\$ 61.0	\$ (31.9)	(52.3)%
Operating income margin	3.6 %	7.8 %		
Volume (Forty-foot equivalent units (FEU), except for automobiles) (1)				
Hawaii containers	72,600	74,300	(1,700)	(2.3)%
Hawaii automobiles	33,700	32,800	900	2.7 %
Alaska containers	35,200	34,800	400	1.1 %
China containers	30,100	27,800	2,300	8.3 %
Guam containers	9,900	9,700	200	2.1 %
Other containers (2)	8,300	6,800	1,500	22.1 %

- (1) Approximate volumes included for the period are based on the voyage departure date, but revenue and operating income are adjusted to reflect the percentage of revenue and operating income earned during the reporting period for voyages in transit at the end of each reporting period.
- (2) Includes containers from services in various islands in Micronesia and the South Pacific, and Okinawa, Japan.

Ocean Transportation revenue increased \$27.4 million, or 3.5 percent, during the six months ended June 30, 2019, compared with the six months ended June 30, 2018. The increase was primarily due to higher fuel surcharge revenue, higher freight revenue in China and higher freight revenue in Alaska, partially offset by lower container volume in Hawaii.

On a year-over-year FEU basis, Hawaii container volume decreased 2.3 percent primarily due to negative container market growth and weather-related impacts in the first quarter of 2019; Alaska volume increased by 1.1 percent primarily due to the timing of one additional northbound sailing, partially offset by lower northbound volume related to the dry-docking of a competitor's vessel in the year ago period; China volume was 8.3 percent higher primarily due to stronger volume post Lunar New Year; Guam volume was 2.1 percent higher primarily due to typhoon relief-related volume; and Other container volume increased 22.1 percent primarily due to the Okinawa service.

Ocean Transportation operating income decreased \$31.9 million, or 52.3 percent, during the six months ended June 30, 2019, compared with the six months ended June 30, 2018. The decrease was primarily due to higher vessel operating costs (including *MV Maunalei* lease expense), higher terminal handling costs, a lower contribution from SSAT and lower volume in Hawaii, partially offset by a higher contribution from the China service.

The Company's SSAT terminal joint venture investment contributed \$9.4 million during the six months ended June 30, 2019, compared to a contribution of \$19.6 million during the six months ended June 30, 2018. The decrease was primarily due to higher terminal operating costs, additional expense related to the early adoption of the new lease accounting standard, and the absence of favorable one-time items in the year ago six months period.

Logistics — Three months ended June 30, 2019 compared with 2018

(Dollars in millions)	Three Months Ended June 30,			
	2019	2018	Change	
Logistics revenue	\$ 142.5	\$ 150.5	\$ (8.0)	(5.3)%
Operating costs and expenses	(131.2)	(141.0)	9.8	(7.0)%
Operating income	\$ 11.3	\$ 9.5	\$ 1.8	18.9 %
Operating income margin		7.9 %	6.3 %	

Logistics revenue decreased \$8.0 million, or 5.3 percent, during the three months ended June 30, 2019, compared with the three months ended June 30, 2018. The decrease was primarily due to lower transportation brokerage revenue, partially offset by higher freight forwarding revenue.

Logistics operating income increased \$1.8 million, or 18.9 percent, for the three months ended June 30, 2019, compared with the three months ended June 30, 2018. The increase was due primarily to higher contributions from freight forwarding and transportation brokerage.

Logistics — Six months ended June 30, 2019 compared with 2018

(Dollars in millions)	Six Months Ended June 30,			
	2019	2018	Change	
Logistics revenue	\$ 277.0	\$ 282.6	\$ (5.6)	(2.0)%
Operating costs and expenses	(257.6)	(268.9)	11.3	(4.2)%
Operating income	\$ 19.4	\$ 13.7	\$ 5.7	41.6 %
Operating income margin		7.0 %	4.8 %	

Logistics revenue decreased \$5.6 million, or 2.0 percent, during the six months ended June 30, 2019, compared with the six months ended June 30, 2018. The decrease was primarily due to lower transportation brokerage revenue, partially offset by higher freight forwarding revenue.

Logistics operating income increased \$5.7 million, or 41.6 percent, for the six months ended June 30, 2019, compared with the six months ended June 30, 2018. The increase was due primarily to higher contributions from transportation brokerage and freight forwarding.

Liquidity, Cash Flows and Capital Allocation

Matson's Cash and Cash Equivalents increased by \$4.4 million from \$19.6 million at December 31, 2018 to \$24.0 million at June 30, 2019. Matson generated net cash from operating activities of \$108.2 million during the six months ended June 30, 2019, compared to \$119.1 million during the six months ended June 30, 2018. Capital expenditures, including capitalized vessel construction expenditures, totaled \$69.0 million for the six months ended June 30, 2019, compared with \$192.3 million for the six months ended June 30, 2018. Total debt decreased by \$11.8 million during the six months to \$844.6 million as of June 30, 2019, of which \$791.0 million was classified as long-term debt.

Matson's Net Income and EBITDA were \$93.1 million and \$270.1 million, respectively, for the twelve months ended June 30, 2019. The ratio of Matson's Net Debt to last twelve months EBITDA was 3.0 as of June 30, 2019.

As previously announced, Matson's Board of Directors declared a cash dividend of \$0.22 per share payable on September 5, 2019 to all shareholders of record as of the close of business on August 1, 2019.

Teleconference and Webcast

A conference call is scheduled for 4:30 p.m. EDT when Matt Cox, Chairman and Chief Executive Officer, and Joel Wine, Senior Vice President and Chief Financial Officer, will discuss Matson's second quarter results.

Date of Conference Call: Wednesday, August 7, 2019
Scheduled Time: 4:30 p.m. EDT / 1:30 p.m. PDT / 10:30 a.m. HST
Participant Toll Free Dial-In #: 1-877-312-5524
International Dial-In #: 1-253-237-1144

The conference call will be broadcast live along with a slide presentation on the Company's website at www.matson.com, under Investors. A replay of the conference call will be available approximately two hours after the call through August 14, 2019 by dialing 1-855-859-2056 or 1-404-537-3406 and using the conference number 2587838. The slides and audio webcast of the conference call will be archived for one full quarter on the Company's website at www.matson.com, under Investors.

About the Company

Founded in 1882, Matson (NYSE: MATX) is a leading provider of ocean transportation and logistics services. Matson provides a vital lifeline of ocean freight transportation services to the domestic non-contiguous economies of Hawaii, Alaska, and Guam, and to other island economies in Micronesia. Matson also operates a premium, expedited service from China to Long Beach, California and provides services to Okinawa, Japan and various islands in the South Pacific. The Company's fleet of owned and chartered vessels includes containerships, combination container and roll-on/roll-off ships and various types of barges. Matson Logistics, established in 1987, extends the geographic reach of Matson's ocean transportation network throughout the continental U.S. Its integrated, asset-light logistics services include rail intermodal services, long-haul and regional highway brokerage, warehousing and distribution services, consolidation and freight forwarding services, supply chain management services, and other services. Additional information about the Company is available at www.matson.com.

GAAP to Non-GAAP Reconciliation

This press release, the Form 8-K and the information to be discussed in the conference call include non-GAAP measures. While Matson reports financial results in accordance with U.S. generally accepted accounting principles ("GAAP"), the Company also considers other non-GAAP measures to evaluate performance, make day-to-day operating decisions, help investors understand our ability to incur and service debt and to make capital expenditures, and to understand period-over-period operating results separate and apart from items that may, or could, have a disproportional positive or negative impact on results in any particular period. These non-GAAP measures include, but are not limited to, Earnings Before Interest, Income Taxes, Depreciation and Amortization ("EBITDA") and Net Debt-to-EBITDA.

Forward-Looking Statements

Statements in this news release that are not historical facts are “forward-looking statements,” within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation those statements regarding earnings, net income, operating income, depreciation and amortization including dry-dock amortization, other income (expense), interest expense, profitability and cash flow expectations, fleet renewal progress, fleet deployments, fuel strategy and scrubber program, organic growth opportunities, economic effects of competitors’ services, expenses, rate premiums and market conditions in the China service, trends in volumes, economic growth and construction activity in Hawaii, Sand Island terminal upgrades, economic conditions and seafood harvest levels in Alaska, lift volumes at SSAT, timing and amount of SSAT income and cash distributions, vessel deployments and operating efficiencies, debt leverage levels and effective tax rates. These statements involve a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to risks and uncertainties relating to regional, national and international economic conditions; new or increased competition or improvements in competitors’ service levels; fuel prices, our ability to collect fuel surcharges and/or the cost or limited availability of low-sulfur fuel; delays or cost overruns related to the installation of scrubbers; our relationship with vendors, customers and partners and changes in related agreements; the actions of our competitors; our ability to offer a differentiated service in China for which customers are willing to pay a significant premium; the imposition of tariffs or a change in international trade policies; the ability of the NASSCO shipyard to construct and deliver the Kanaloa Class vessels on the contemplated timeframes; any unanticipated dry-dock or repair expenses; any delays or cost overruns related to the modernization of terminals; consummating and integrating acquisitions; changes in general economic and/or industry-specific conditions; competition and growth rates within the logistics industry; freight levels and increasing costs and availability of truck capacity or alternative means of transporting freight; changes in relationships with existing truck, rail, ocean and air carriers; changes in customer base due to possible consolidation among customers; conditions in the financial markets; changes in our credit profile and our future financial performance; our ability to obtain future debt financings; continuation of the Title XI and CCF programs; the impact of future and pending legislation, including environmental legislation; government regulations and investigations; repeal, substantial amendment or waiver of the Jones Act or its application, or our failure to maintain our status as a United States citizen under the Jones Act; relations with our unions; satisfactory negotiation and renewal of expired collective bargaining agreements without significant disruption to Matson’s operations; war, terrorist attacks or other acts of violence; the use of our information technology and communication systems and cybersecurity attacks; and the occurrence of marine accidents, poor weather or natural disasters. These forward-looking statements are not guarantees of future performance. This release should be read in conjunction with our Annual Report on Form 10-K and our other filings with the SEC through the date of this release, which identify important factors that could affect the forward-looking statements in this release. We do not undertake any obligation to update our forward-looking statements.

MATSON, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Income
(Unaudited)

(In millions, except per share amounts)	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Operating Revenue:				
Ocean Transportation	\$ 415.4	\$ 406.6	\$ 813.3	\$ 785.9
Logistics	142.5	150.5	277.0	282.6
Total Operating Revenue	557.9	557.1	1,090.3	1,068.5
Costs and Expenses:				
Operating costs	(472.8)	(465.9)	(939.9)	(905.2)
Equity in income of Terminal Joint Venture	0.9	9.1	9.4	19.6
Selling, general and administrative	(55.0)	(54.3)	(111.3)	(108.2)
Total Costs and Expenses	(526.9)	(511.1)	(1,041.8)	(993.8)
Operating Income	31.0	46.0	48.5	74.7
Interest expense	(6.1)	(5.0)	(10.7)	(10.0)
Other income (expense), net	0.8	0.4	1.4	1.2
Income before Income Taxes	25.7	41.4	39.2	65.9
Income taxes	(7.3)	(8.8)	(8.3)	(19.1)
Net Income	\$ 18.4	\$ 32.6	\$ 30.9	\$ 46.8
Basic Earnings Per Share	\$ 0.43	\$ 0.76	\$ 0.72	\$ 1.10
Diluted Earnings Per Share	\$ 0.43	\$ 0.76	\$ 0.72	\$ 1.09
Weighted Average Number of Shares Outstanding:				
Basic	42.8	42.7	42.8	42.6
Diluted	43.2	43.0	43.2	42.9

MATSON, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)

(In millions)	June 30, 2019	December 31, 2018
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 24.0	\$ 19.6
Other current assets	265.6	298.8
Total current assets	<u>289.6</u>	<u>318.4</u>
Long-term Assets:		
Investment in Terminal Joint Venture	86.7	87.0
Property and equipment, net	1,398.7	1,366.6
Goodwill	327.8	327.8
Intangible assets, net	208.4	214.0
Other long-term assets	346.3	116.6
Total long-term assets	<u>2,367.9</u>	<u>2,112.0</u>
Total assets	<u>\$ 2,657.5</u>	<u>\$ 2,430.4</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current portion of debt	\$ 53.6	\$ 42.1
Other current liabilities	371.8	328.7
Total current liabilities	<u>425.4</u>	<u>370.8</u>
Long-term Liabilities:		
Long-term debt	791.0	814.3
Deferred income taxes	323.9	312.7
Other long-term liabilities	352.0	177.3
Total long-term liabilities	<u>1,466.9</u>	<u>1,304.3</u>
Total shareholders' equity	765.2	755.3
Total liabilities and shareholders' equity	<u>\$ 2,657.5</u>	<u>\$ 2,430.4</u>

MATSON, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In millions)	Six Months Ended June 30,	
	2019	2018
Cash Flows From Operating Activities:		
Net income	\$ 30.9	\$ 46.8
Reconciling adjustments:		
Depreciation and amortization	47.5	47.6
Non-cash operating lease expense	33.5	—
Deferred income taxes	9.9	14.6
Share-based compensation expense	6.2	5.5
Equity in income of Terminal Joint Venture	(9.4)	(19.6)
Distribution from Terminal Joint Venture	9.5	17.5
Other	(1.6)	(0.6)
Changes in assets and liabilities:		
Accounts receivable, net	10.8	(27.1)
Deferred dry-docking payments	(6.9)	(5.1)
Deferred dry-docking amortization	17.2	18.3
Prepaid expenses and other assets	25.5	3.0
Accounts payable, accruals and other liabilities	(29.6)	18.4
Operating lease liabilities	(33.3)	—
Other long-term liabilities	(2.0)	(0.2)
Net cash provided by operating activities	108.2	119.1
Cash Flows From Investing Activities:		
Capitalized vessel construction expenditures	(30.6)	(166.8)
Other capital expenditures	(38.4)	(25.5)
Proceeds from disposal of property and equipment	2.2	11.0
Cash deposits into Capital Construction Fund	(26.4)	(198.3)
Withdrawals from Capital Construction Fund	26.4	199.2
Net cash used in investing activities	(66.8)	(180.4)
Cash Flows From Financing Activities:		
Repayments of debt and capital leases	(11.8)	(14.6)
Proceeds from revolving credit facility	212.8	268.9
Repayments of revolving credit facility	(212.8)	(178.9)
Proceeds from issuance of capital stock	—	0.5
Dividends paid	(18.2)	(17.3)
Tax withholding related to net share settlements of restricted stock units	(3.2)	(4.3)
Net cash (used in) provided by financing activities	(33.2)	54.3
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash	8.2	(7.0)
Cash, Cash Equivalents and Restricted Cash, Beginning of the Period	24.5	19.8
Cash, Cash Equivalents and Restricted Cash, End of the Period	\$ 32.7	\$ 12.8
Reconciliation of Cash, Cash Equivalents and Restricted Cash, at End of the Period:		
Cash and Cash Equivalents	\$ 24.0	\$ 12.8
Restricted Cash	8.7	—
Total Cash, Cash Equivalents and Restricted Cash, End of the Period	\$ 32.7	\$ 12.8
Supplemental Cash Flow Information:		
Interest paid, net of capitalized interest	\$ 7.8	\$ 8.9
Income tax (refunds) payments, net	\$ (26.2)	\$ 4.2
Non-cash Information:		
Capital expenditures included in accounts payable, accruals and other liabilities	\$ 3.7	\$ 0.8
Accrued dividends	\$ 9.4	\$ 9.0

MATSON, INC. AND SUBSIDIARIES
Total Debt to Net Debt and Net Income to EBITDA Reconciliations
(Unaudited)

NET DEBT RECONCILIATION

(In millions)	June 30, 2019
Total Debt:	\$ 844.6
Less: Cash and cash equivalents	(24.0)
Net Debt	<u>\$ 820.6</u>

EBITDA RECONCILIATION

(In millions)	Three Months Ended June 30,			Last Twelve Months
	2019	2018	Change	
Net Income	\$ 18.4	\$ 32.6	\$ (14.2)	\$ 93.1
Add: Income taxes	7.3	8.8	(1.5)	27.9
Add: Interest expense	6.1	5.0	1.1	19.4
Add: Depreciation and amortization	24.0	23.8	0.2	93.4
Add: Dry-dock amortization	9.1	9.1	—	36.3
EBITDA (1)	<u>\$ 64.9</u>	<u>\$ 79.3</u>	<u>\$ (14.4)</u>	<u>\$ 270.1</u>

(In millions)	Six Months Ended June 30,		
	2019	2018	Change
Net Income	\$ 30.9	\$ 46.8	\$ (15.9)
Add: Income taxes	8.3	19.1	(10.8)
Add: Interest expense	10.7	10.0	0.7
Add: Depreciation and amortization	47.1	47.2	(0.1)
Add: Dry-dock amortization	17.2	18.3	(1.1)
EBITDA (1)	<u>\$ 114.2</u>	<u>\$ 141.4</u>	<u>\$ (27.2)</u>

- (1) EBITDA is defined as the sum of net income plus income taxes, interest expense and depreciation and amortization (including deferred dry-docking amortization). EBITDA should not be considered as an alternative to net income (as determined in accordance with GAAP), as an indicator of our operating performance, or to cash flows from operating activities (as determined in accordance with GAAP) as a measure of liquidity. Our calculation of EBITDA may not be comparable to EBITDA as calculated by other companies, nor is this calculation identical to the EBITDA used by our lenders to determine financial covenant compliance.



Matson[®]

***Second Quarter 2019
Earnings Conference Call***

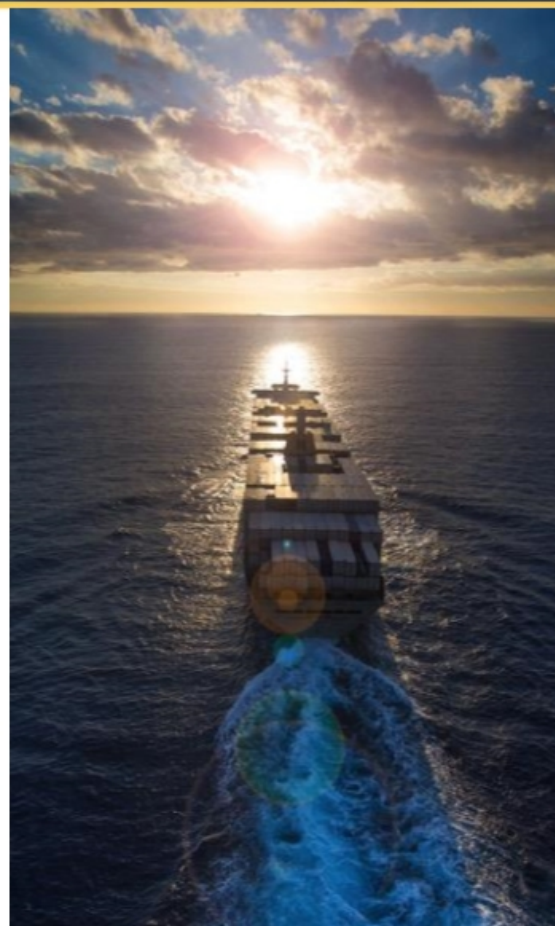
August 7, 2019

Forward-Looking Statements

Statements made during this presentation that set forth expectations, predictions, projections or are about future events are based on facts and situations that are known to us as of August 7, 2019.

We believe that our expectations and assumptions are reasonable. Actual results may differ materially, due to risks and uncertainties, such as those described on pages 11-20 of our 2018 Form 10-K filed on March 4, 2019 and other subsequent filings by Matson with the SEC. Statements made during this presentation are not guarantees of future performance.






We do not undertake any obligation to update our forward-looking statements.



Opening Remarks

- Recap of Matson's 2Q19 results:
 - Ocean Transportation came in lower-than-expected
 - Strong demand in China
 - Improved performance in Alaska
 - Weaker-than-expected Hawaii market
 - Lower contribution from SSAT
 - Stronger-than-expected quarter for Logistics
 - All service lines performed well
- FY 2019 Outlook:
 - Lowers Ocean Transportation outlook
 - Raises Logistics outlook
- 2019 is a transition year
 - Confident about achieving approximately \$30 million in previously-mentioned financial benefits from new vessels
 - For 2020, expect vessel and infrastructure investments to produce approximately \$30 million in financial benefits when compared to 2019
 - In 2021 and thereafter, expect approximately \$40 million in total annual financial benefits when compared to 2019

Current Priorities

	Priority	Commentary
	Complete Hawaii service fleet renewal	<ul style="list-style-type: none">• <i>Lurline</i> christened June 15th; on track for delivery in 4Q19• <i>Matsonia</i> construction started on building ways• <i>Daniel K. Inouye</i> and <i>Kaimana Hila</i> performing well
	Upgrade Sand Island terminal	<ul style="list-style-type: none">• Expect the three new cranes to be in service by the end of 3Q18• Other infrastructure work in Phase I progressing well
	Prepare for IMO 2020	<ul style="list-style-type: none">• First scrubber installed; vessel back in service• Second of six vessels in scrubber program is in dry-dock
	De-lever the balance sheet beginning in 2020	<ul style="list-style-type: none">• 2Q19 leverage covenant level below 3.0x• Cash flow remains strong
	Organic growth opportunities	<ul style="list-style-type: none">• Shifted <i>Kaimana Hila</i> to CLX service for dry-dock relief and in light of muted outlook in Hawaii• SSAT start-up at T-5• Leverage our network into new opportunities• Niche opportunities in Logistics

Lurline Christening

Lurline's christening ceremony was held on June 15th at the NASSCO Shipyard.



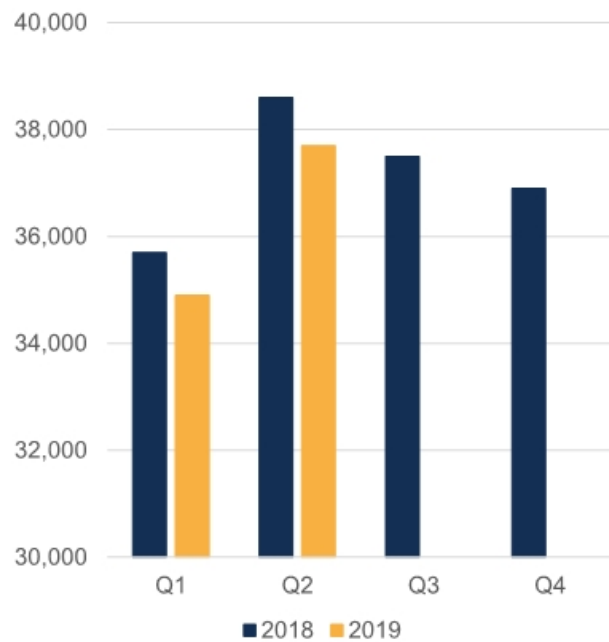
Second Quarter 2019 Performance

- Container volume declined 2.3% YoY
 - Negative container market growth
- Hawaii GDP continues to grow, but at a slowing pace

Full Year 2019 Outlook

- Expect volume to be lower than the level achieved in 2018, reflecting less containerized freight volume and stable market share
 - View core WB container market to be flattish

Container Volume (FEU Basis)



Softening economic conditions in Hawaii will present headwinds for container volume growth in 2019.

Hawaii Economic Indicators

	2017	2018	2019P
Real GDP Growth	0.7%	1.3%	1.1%
Unemployment Rate	2.4%	2.5%	2.7%
Population Growth	(0.3)%	(0.3)%	(0.1)%
Real per Capita Income (% change)	1.4%	1.2%	0.9%
Growth in Visitor Arrivals by Air	5.2%	5.9%	2.3%
Growth in Real Visitor Expenditures	3.6%	4.2%	(2.7)%
Construction Job Growth	(4.7)%	(0.3)%	1.7%
Total Commitments to Build (% change)	(12.8)%	20.9%	0.1%
Honolulu Housing Affordability Index	(4.0)%	(6.9)%	(2.8)%

Source: https://uhero.hawaii.edu/assets/19Q2_StateUpdate_Public.pdf

Market Commentary

- Westbound container volume driven primarily by consumption and replenishment, population growth and construction
 - Tourist arrivals at record levels, but visitor expenditure has declined – impacts consumption and replenishment
 - Population growth has been muted
 - Retail customers adjusting to slowing economy as consumption activity flattens
 - Construction has remained stable at a relatively high plateau of activity
 - Hawaii construction market different than prior real estate cycles of “boom and bust”
 - Slow transition to residential projects and development has been more gradual than anticipated

China Expedited Service (CLX)

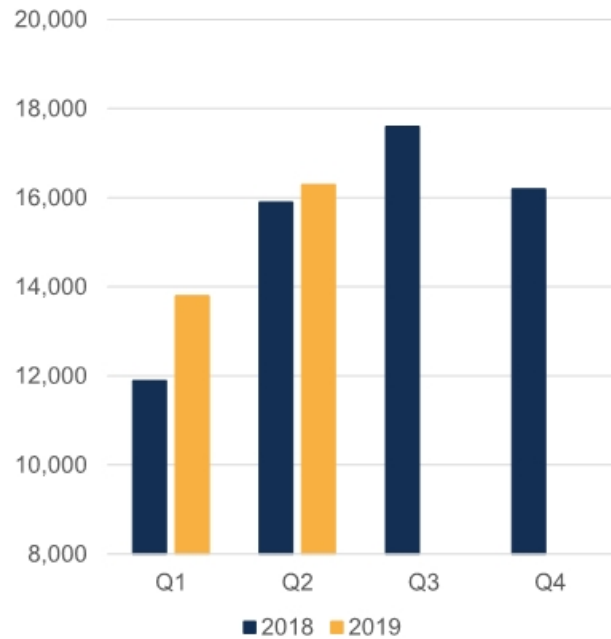
Second Quarter 2019 Performance

- Container volume increased 2.5% YoY
 - Continued strong demand for the expedited service
- Continued to realize a sizeable rate premium

Full Year 2019 Outlook

- Expect volatility in 2H19 transpacific tradelane capacity as it adjusts to:
 - Tariff-related demand changes
 - IMO 2020
- Expect CLX 2H19 volume to be lower than 2018 level:
 - Normalize to traditional level of activity compared with strong pull-forward 2H18 due to U.S.-China trade situation
- FY 2019 CLX average rates to approach the levels achieved in 2018
- Expect another strong year for Matson's highly differentiated service

Container Volume (FEU Basis)



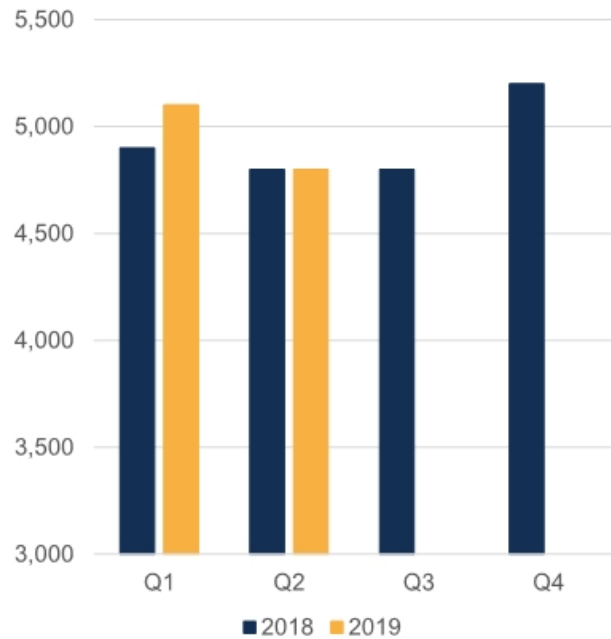
Second Quarter 2019 Performance

- Container volume was flat YoY
- Market was essentially flat YoY

Full Year 2019 Outlook

- Expect volume to approximate the 2018 level
 - Highly competitive environment remains
- Matson's transit advantage expected to remain with significantly better on-time performance

Container Volume (FEU Basis)



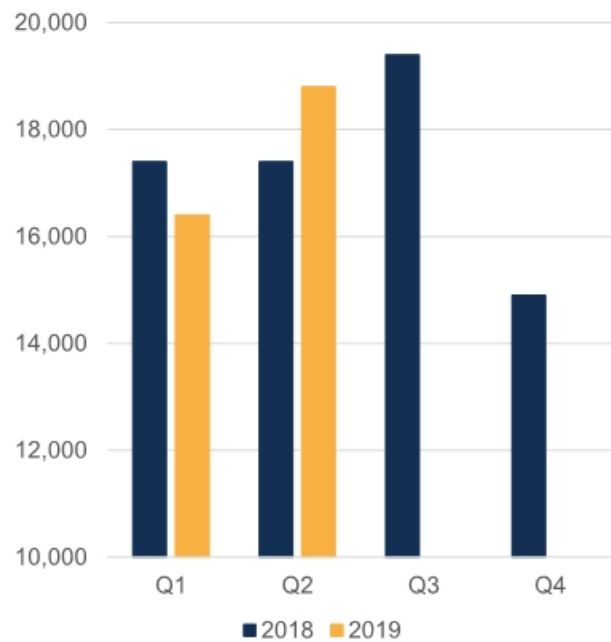
Second Quarter 2019 Performance

- Container volume increased 8.0% YoY
 - Timing of two additional NB sailings
- Market growth supported by improving economic indicators in Alaska

Full Year 2019 Outlook

- Expect volume to be moderately higher than the level achieved in 2018
 - Improvement in NB volume as economic conditions improve
 - Stronger SB seafood harvest levels than in 2018

Container Volume (FEU Basis)

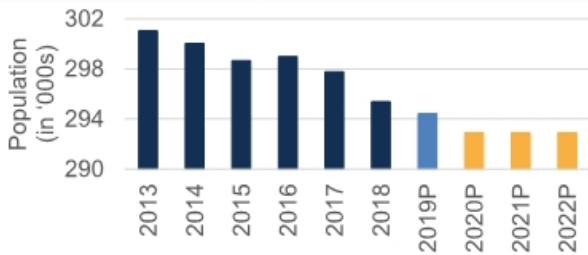


Note: 1Q 2018 volume figure includes volume related to a competitor's vessel dry-docking.

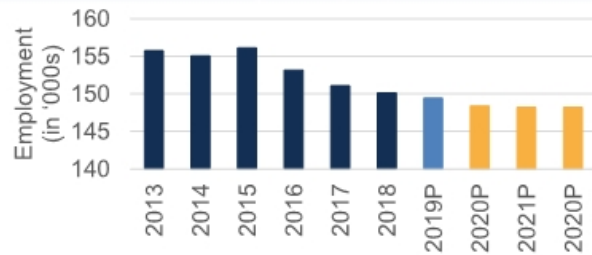
AEDC 3-Year Outlook

Economic recovery in Alaska may be muted if Governor and legislature cannot address impasse on State budget.

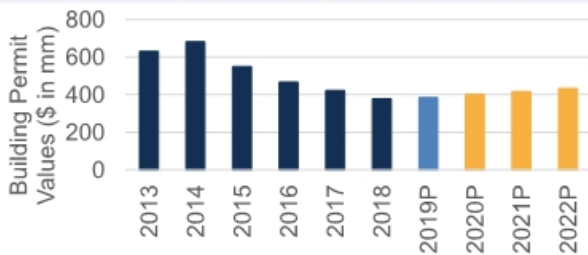
Anchorage Population



Anchorage Employment



Anchorage Building Permit Values



- Industries most affected by the oil-recession are on the rebound
 - “Robust activity on the North Slope is an encouraging sign of optimism among producers.” – AEDC, July 31, 2019*
- State fiscal certainty and sustainability an important step to driving economic growth

Source: <https://aedcweb.com/project/2019-3-year-outlook-report/>

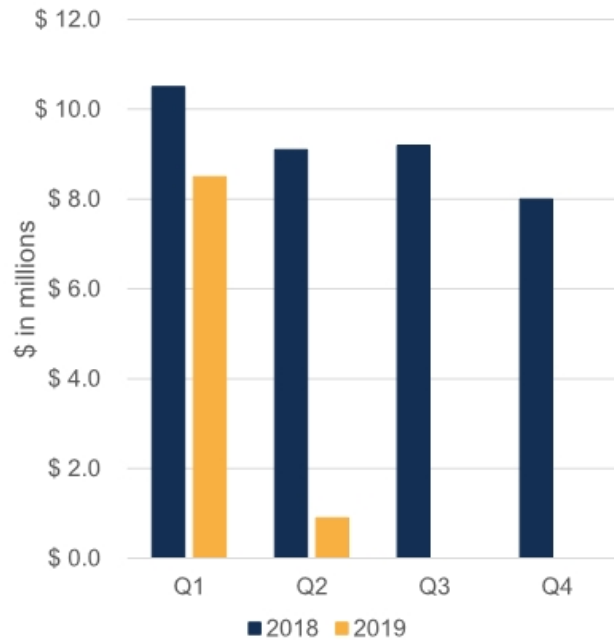
Second Quarter 2019 Performance

- Terminal joint venture contribution was \$0.9 million, \$8.2 million lower than last year primarily due to:
 - Additional expense related to the early adoption of new lease accounting standard
 - Higher terminal operating costs
- Slightly higher lift volume YoY

Full Year 2019 Outlook

- Expect terminal joint venture contribution to be lower than the 2018 level
 - Higher terminal operating costs
 - Higher lift volume expected to be a benefit in 2H19
 - Additional expense related to the early adoption of new lease accounting standard in 2Q19 to reverse and be a benefit in 2H19
 - Overall expect 2H to be much closer to strong 2H2018 performance
- SSAT is the premier stevedore on the U.S. West Coast

Equity in Income of Joint Venture



Note: 1Q 2018 equity in income of JV includes favorable one-time items.

SSAT Joint Venture – Seattle Terminal Plan

Matson's move to T-5 is part of the first phase in the Seattle terminal plan.



- SSAT is currently operating at (with JV partners):

- T-5
- T-18
- T-30

Second Quarter 2019 Performance

- Operating income increased \$1.8 million YoY to \$11.3 million
 - All service lines performed well
 - YoY increase primarily driven by Span Alaska and transportation brokerage

Full Year 2019 Outlook

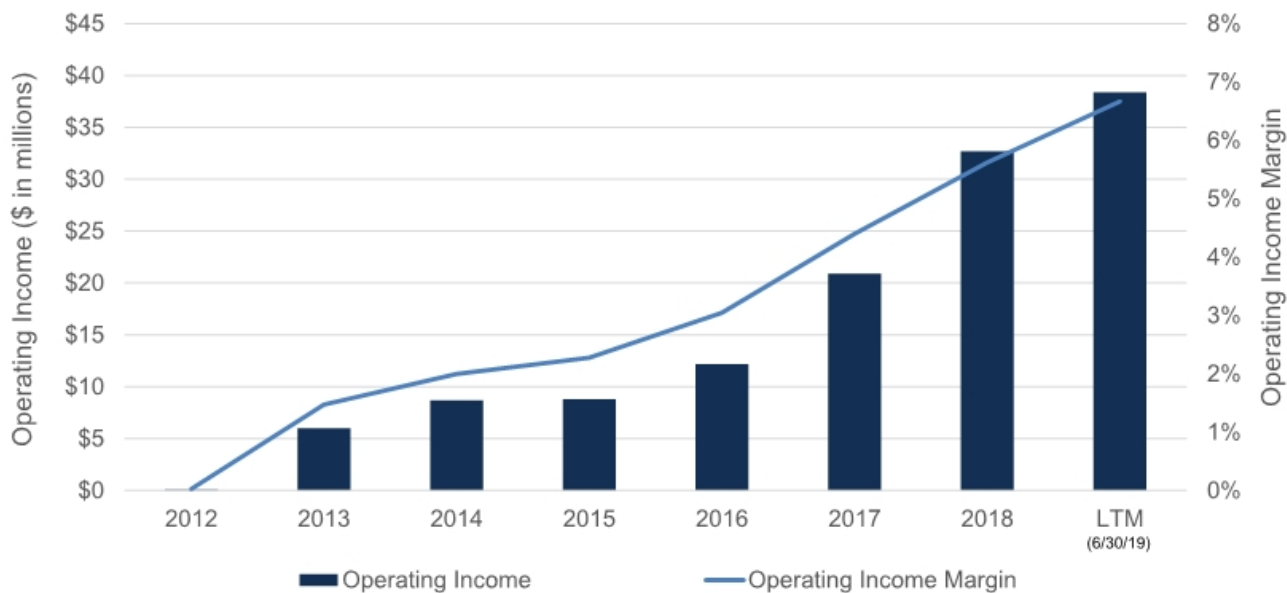
- Expect FY 2019 operating income to be 10-15% higher than 2018 level of \$32.7 million
- Expect 3Q19 operating income to approximate the \$9.9 million achieved in the prior year period
- New Span Alaska Anchorage facility to open in 4Q19
- New 53ft containers will be ready in 3Q19

Operating Income



All service lines have performed exceptionally well in the last 18 months.

Operating Income (OI) and OI Margin



Note: Acquired Span Alaska in 3Q 2016.

Financial Results – Summary Income Statement

(\$ in millions, except per share data)	Year-to-Date				Second Quarter			
	YTD ended 6/30		Δ		Quarters Ended 6/30		Δ	
	2019	2018	\$	%	2019	2018	\$	%
Revenue								
Ocean Transportation	\$ 813.3	\$ 785.9	\$ 27.4	3.5%	\$ 415.4	\$ 406.6	\$ 8.8	2.2%
Logistics	277.0	282.6	(5.6)	(2.0)%	142.5	150.5	(8.0)	(5.3)%
Total Revenue	\$ 1,090.3	\$ 1,068.5	\$ 21.8	2.0%	\$ 557.9	\$ 557.1	\$ 0.8	0.1%
Operating Income								
Ocean Transportation	\$ 29.1	\$ 61.0	(\$ 31.9)	(52.3)%	\$ 19.7	\$ 36.5	(\$ 16.8)	(46.0)%
Logistics	19.4	13.7	5.7	41.6%	11.3	9.5	1.8	18.9%
Total Operating Income	\$ 48.5	\$ 74.7	(\$ 26.2)	(35.1)%	\$ 31.0	\$ 46.0	(\$ 15.0)	(32.6)%
Interest Expense	(10.7)	(10.0)			(6.1)	(5.0)		
Other income (expense), net	1.4	1.2			0.8	0.4		
Income Taxes	(8.3) ⁽¹⁾	(19.1) ⁽²⁾			(7.3)	(8.8) ⁽³⁾		
Net Income	\$ 30.9	\$ 46.8	(\$ 15.9)	(34.0)%	\$ 18.4	\$ 32.6	(\$ 14.2)	(43.6)%
GAAP EPS, diluted	\$ 0.72	\$ 1.09	(\$ 0.37)	(33.9)%	\$ 0.43	\$ 0.76	(\$ 0.33)	(43.4)%
Depreciation and Amortization (incl. dry-dock amortization)	\$ 64.3	\$ 65.5	(\$ 1.2)	(1.8)%	\$ 33.1	\$ 32.9	\$ 0.2	0.6%
EBITDA	\$ 114.2	\$ 141.4	(\$ 27.2)	(19.2)%	\$ 64.9	\$ 79.3	(\$ 14.4)	(18.2)%

See the Addendum for a reconciliation of GAAP to non-GAAP Financial Metrics.

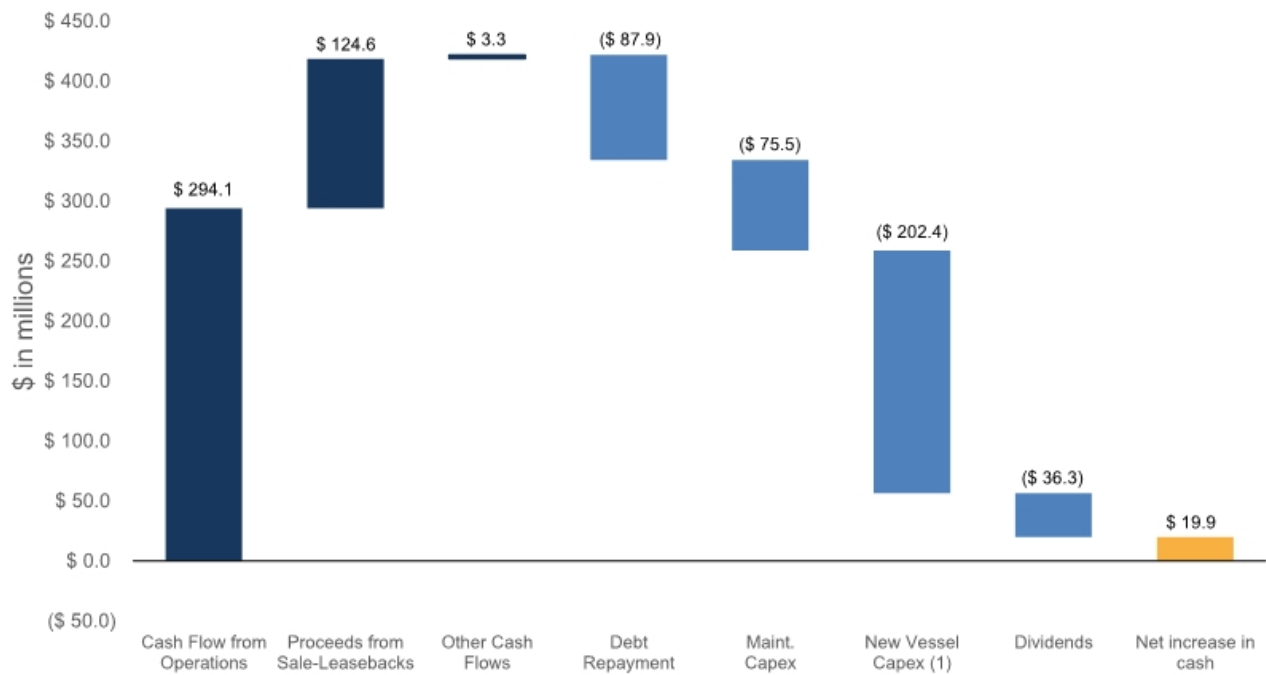
(1) Includes a non-cash tax expense reversal of \$2.9 million resulting from discrete adjustments in applying the provisions of the Tax Cuts and Jobs Act of 2017 ("Tax Act").

(2) Includes a non-cash tax expense of \$3.1 million resulting from discrete adjustments in applying the provisions of the Tax Act.

(3) Includes a non-cash tax expense reversal of \$0.2 million resulting from discrete adjustments in applying the provisions of the Tax Act.

Cash Generation and Uses of Cash

Last Twelve Months Ended June 30, 2019



(1) Includes capitalized interest and owner's items.

Financial Results – Summary Balance Sheet

(\$ in millions)	June 30, 2019	December 31, 2018
ASSETS		
Cash and cash equivalents	\$ 24.0	\$ 19.6
Other current assets	265.6	298.8
Total current assets	289.6	318.4
Investment in Terminal Joint Venture	86.7	87.0
Property and equipment, net	1,398.7	1,366.6
Intangible assets, net	208.4	214.0
Goodwill	327.8	327.8
Other long-term assets	346.3	116.6
Total assets	\$ 2,657.5	\$ 2,430.4
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current portion of debt	\$ 53.6	\$ 42.1
Other current liabilities	371.8	328.7
Total current liabilities	425.4	370.8
Long-term debt	791.0	814.3
Other long-term liabilities	675.9	490.0
Total long-term liabilities	1,466.9	1,304.3
Total shareholders' equity	765.2	755.3
Total liabilities and shareholders' equity	\$ 2,657.5	\$ 2,430.4

Debt Levels

- Total debt of \$844.6 million
- Net debt of \$820.6 million
- Net debt-to-LTM EBITDA of 3.0x
- We are continuing to look at capital structure optimization alternatives, including Title XI

See the Addendum for a reconciliation of GAAP to non-GAAP Financial Metrics.

New Vessel Payments and Percent of Completion

Vessel Construction Expenditures

(\$ in millions)	FY 2019	
	1Q	2Q
Cash Capital Expenditures	\$ 16.2	\$ 6.4
Capitalized Interest	4.7	3.3
Capitalized Vessel Construction Expenditures	\$ 20.9	\$ 9.7

Updated Vessel Timing and Percent of Completion

	Percent of Completion ⁽¹⁾	Current Delivery Timing
<i>Lurline</i>	94%	4Q '19
<i>Matsonia</i>	24%	3Q '20

Actual and Estimated Vessel Progress Payments⁽²⁾

(\$ in millions)	Cumulative through 06/30/19	Remaining 6-months 2019	FY 2020	Total
Two Aloha Class Containerships ⁽³⁾	\$ 400.3	\$ 4.3	\$ 4.0	\$ 408.6
Two Kanaloa Class Con-Ro Vessels	290.7	168.0	58.7	517.4
Total New Vessel Progress Payments	\$ 691.0	\$ 172.3	\$ 62.7	\$ 926.0

(1) As of August 2, 2019.

(2) Excludes owner's items, capitalized interest and other cost items associated with final milestone payments.

(3) Remaining progress payments on Aloha Class vessels held in restricted cash on balance sheet.



Matsonia, July 2019.

FY 2019 Outlook Items

	Full Year	Third Quarter
Operating Income:		
Ocean Transportation	Approximately 20% lower than the \$131.1 million achieved in FY 2018 after adjusting 2018 result for full year impact of vessel sale-leaseback	Moderately lower than the 3Q18 level of \$48.7 million
Logistics	10-15% higher than FY 2018 level of \$32.7 million	Approximate the 3Q18 level of \$9.9 million
Depreciation and Amortization	Approximately \$133 million, including \$38 million in dry-dock amortization	-
EBITDA	To approximate \$270 million	-
Other Income/(Expense)	Approximately \$2.7 million	-
Interest Expense (excluding capitalized interest)	Approximately \$25 million	-
GAAP Effective Tax Rate	Approximately 26%, excluding positive non-cash tax adjustment of \$2.9 million in 1Q 2019	-

We expect approximately \$30 million in financial benefits in 2020 from new vessels and other infrastructure investments and \$40 million annually thereafter.

- 2019 is a transition year with several significant investment programs nearing finalization
- Reaffirm the previously mentioned financial benefits of the new vessels
 - Some portion of these benefits already being captured in fiscal 2019 with *Daniel K. Inouye* and *Kaimana Hila* in service, the impact of which is included in our full year 2019 Outlook
- In 2020, we expect approximately \$30 million in incremental financial benefits compared to 2019 comprised of:
 - Vessel benefits of a 9 ship deployment for a full year, reduced operating and maintenance expenses, utilization of the newly installed exhaust gas scrubbers, autos/rolling stock garage capacity utilization, and larger capacity vessel in the CLX; and
 - Crane and other infrastructure investments at Sand Island
- In 2021 and thereafter, we expect approximately \$40 million in annual benefits compared to 2019, due to full year run-rates from all investments

NOTE: Numbers used in this slide include previously disclosed: (i) approximately \$30 million of total benefits from the 4 new vessels, the magnitude and timing of benefits subject to change based on fleet configuration and in-service timing; (ii) the expected financial pay-back benefits from the exhaust gas scrubber installations; and (iii) benefits from the new crane installations and modifications to existing cranes and other infrastructure investments at the Sand Island terminal. Actual operating cost reductions and additional revenue achieved may vary compared to those used in our projection of benefits. These benefits exclude the net effects of any changes in business activity in the trades and should not be construed to mean that the Company's Outlook for 2020 will be \$30 million higher than 2019. The Company is making no statement regarding overall 2020 Outlook at this time.



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Appendix

Appendix – Non-GAAP Measures

Matson reports financial results in accordance with U.S. generally accepted accounting principles (“GAAP”). The Company also considers other non-GAAP measures to evaluate performance, make day-to-day operating decisions, help investors understand our ability to incur and service debt and to make capital expenditures, and to understand period-over-period operating results separate and apart from items that may, or could, have a disproportional positive or negative impact on results in any particular period. These non-GAAP measures include, but are not limited to, Earnings Before Interest, Income Taxes, Depreciation and Amortization (“EBITDA”), and Net Debt/EBITDA.

NET DEBT RECONCILIATION

(In millions)	June 30, 2019
Total Debt:	\$ 844.6
Less: Cash and cash equivalents	(24.0)
Net Debt	<u>\$ 820.6</u>

EBITDA RECONCILIATION

(In millions)	Three Months Ended			Last Twelve Months
	2019	2018	Change	
Net Income	\$ 18.4	\$ 32.6	\$ (14.2)	\$ 93.1
Add: Income taxes	7.3	8.8	(1.5)	27.9
Add: Interest expense	6.1	5.0	1.1	19.4
Add: Depreciation and amortization	24.0	23.8	0.2	93.4
Add: Dry-dock amortization	9.1	9.1	—	36.3
EBITDA (1)	<u>\$ 64.9</u>	<u>\$ 79.3</u>	<u>\$ (14.4)</u>	<u>\$ 270.1</u>

(In millions)	Six Months Ended		
	2019	2018	Change
Net Income	\$ 30.9	\$ 46.8	\$ (15.9)
Add: Income taxes	8.3	19.1	(10.8)
Add: Interest expense	10.7	10.0	0.7
Add: Depreciation and amortization	47.1	47.2	(0.1)
Add: Dry-dock amortization	17.2	18.3	(1.1)
EBITDA (1)	<u>\$ 114.2</u>	<u>\$ 141.4</u>	<u>\$ (27.2)</u>

(1) EBITDA is defined as the sum of net income plus income taxes, interest expense and depreciation and amortization (including deferred dry-docking amortization). EBITDA should not be considered as an alternative to net income (as determined in accordance with GAAP), as an indicator of our operating performance, or to cash flows from operating activities (as determined in accordance with GAAP) as a measure of liquidity. Our calculation of EBITDA may not be comparable to EBITDA as calculated by other companies, nor is this calculation identical to the EBITDA used by our lenders to determine financial covenant compliance.