



Navios Maritime Partners L.P.

Loan Purchase

February 2017



The Transaction

- Navios Maritime Partners LP (“NMM”) purchased from Navios Maritime Holdings Inc. (“NM”) interests in two loans previously funded by NM to Navios Europe (the “Navios Europe Loans”)
- The Navios Europe Loans are two subordinated secured loans maturing no later than 2023 with an aggregate nominal value of \$51.3 million at maturity
- The Navios Europe Loans are identical (other than in amounts) to loans NMM previously funded to Navios Europe
- Navios Europe Loans had a balance of \$21.4 million (2/15/17) and accrue interest at 12.7% interest (compounded quarterly)



The Process

- Navios Partners' Conflicts Committee, comprised of independent directors, negotiated and approved the terms of the Transaction
- The Conflicts Committee appointed independent financial and legal advisors
- In approving the Transaction, the Conflicts Committee determined that the Transaction was fair and reasonable to Navios Partners and in the best interest of Navios Partners
- Duff & Phelps, LLC served as financial advisor and issued a fairness opinion and Gibson, Dunn & Crutcher, LLP, served as legal counsel



Transaction Rationale

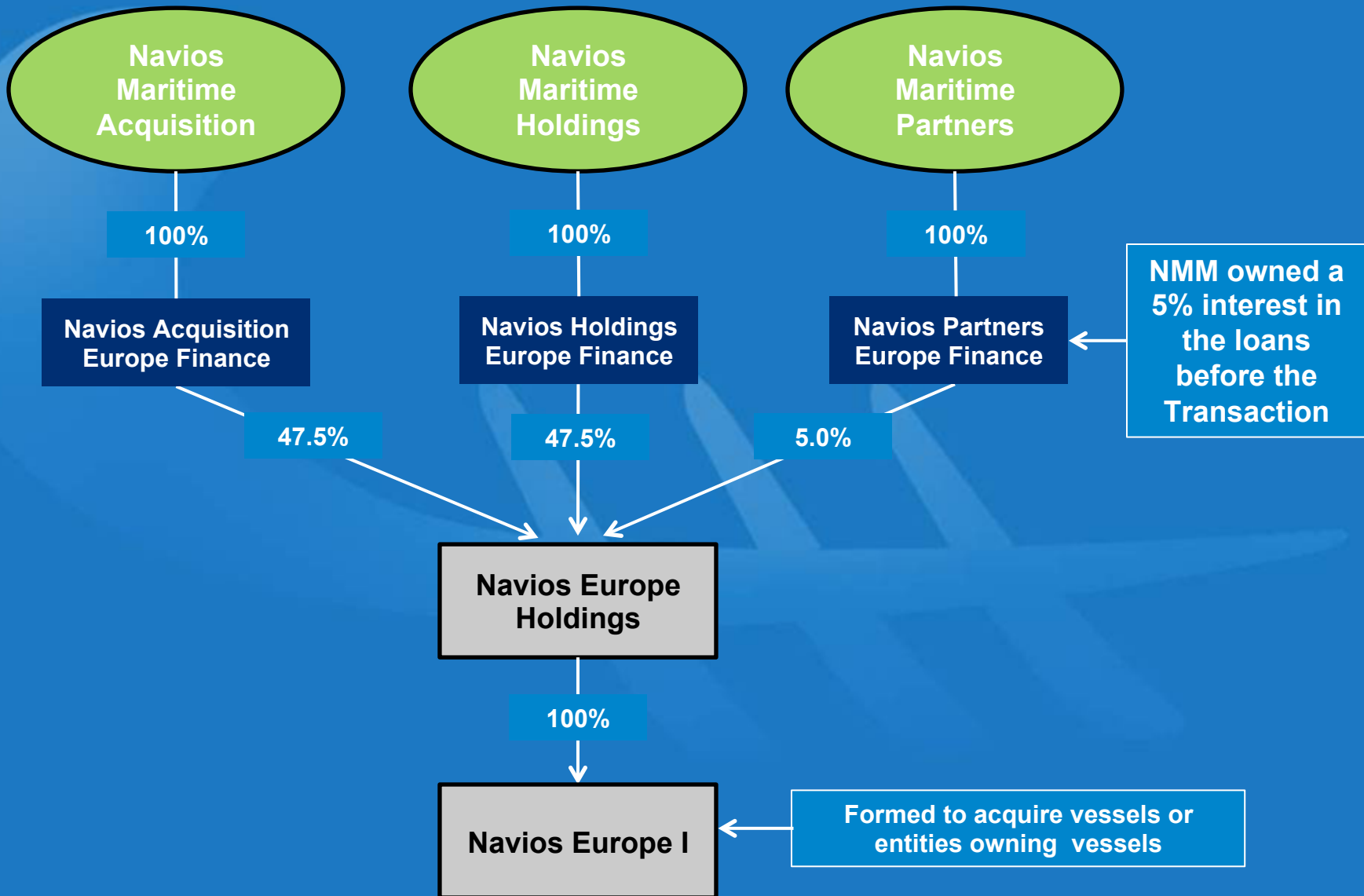
**\$27 million purchase price = \$51.3 million (nominal value) at maturity
+ premium protection + put right**

Premium Protection:	If loan is repaid before maturity, any unearned premium paid by NMM is recouped from NM
NMM Put Option:	<ul style="list-style-type: none"> • Exercisable after the third anniversary of the sale • Exercisable if underlying asset coverage (including cash) is less than 1.1x of the Navios Europe Loans • Exercise price of put option = the principal + accrued interest on the Navios Europe Loans at the time the put option is exercised • Exercise price can be paid, at election of NM, in (a) cash, (b) common units of NMM or (c) any combination thereof, with common units valued at the then trailing 30-trading-day VWAP
NMM Deleveraging Event:	85% of consideration paid in the form of NMM common units
Attractive Investment Returns:	PIK feature maximizes the 12.7% return
Historical Low Values:	Underlying collateral near historical lows on an inflation-adjusted basis - probability of change in value to the upside
Favorable Industry Fundamentals:	Participation in the favored product tanker sector and recovering container sector
Navios Europe Loans Coverage:	Coverage at time of Transaction = 1.7x ¹
Underlying Collateral Cushion:	<p>Vessel values and loan coverage tested quarterly by senior lenders (DB, ABN and DVB)</p> <ul style="list-style-type: none"> • Loan to value (“LTV”) maintenance requirement for senior lenders = less than 65% • Minimum liquidity = \$14.5 million <p>Navios Europe Loans more than adequately collateralized – likely to remain so given the LTV maintenance requirement of senior lenders</p>

¹ Coverage based on valuations as of December 2016.



Navios Europe I - Organizational Structure





Navios Europe I – Fleet

Containers

Name	Type of Vessel	TEU	Built	Age (Years)
Esperanza N	Sub Panamax	2,007	2008	8.8
Protostar N	Sub Panamax	2,741	2007	9.6
Harmony N	Sub Panamax	2,824	2006	10.3
Castor N	Sub Panamax	3,091	2007	9.8
Solar N	Sub Panamax	3,398	2006	10.7
	Total TEU	14,061	Average age	9.8

Tankers

Name	Type of Vessel	DWT	Built	Age (Years)
Perseus N	MR1 Tanker	36,264	2009	7.9
Star N	MR1 Tanker	37,872	2009	7.9
Hector N	MR1 Tanker	38,402	2008	8.0
Aurora N	LR1 Tanker	63,495	2008	8.5
Lumen N	LR1 Tanker	63,599	2008	8.3
	Total DWT	239,632	Average age	8.1