

# Georgian Oil and Gas Corporation

## Revising forecasts

**Georgia | Energy**  
 Georgian Oil and Gas Corporation  
 October 25, 2013

Following GOGC's 1H13 results, we revise our revenue and margin forecasts on the back of reduced gas sales tariffs but higher revenues. According to our estimates, the 9% cut in retail gas prices in effect from March 2013 will undercut profitability until 2015. However, on the debt servicing side, neither liquidity nor leverage covenants should be a concern for Eurobond holders. GOGC's capex plans have shifted to a thermal power plant, Gardabani, from the Namakhvani hydropower plant. Operations at Gardabani, of which the Partnership Fund will own 49%, will contribute an estimated US\$ 50mn in EBITDA from 2016 onwards on a fully-consolidated basis.

### Higher 1H13 revenues and costs, but still ample profitability remains

Revenues from gas supplies (75% of sales) grew by a respectable 14% y/y in 1H13 on higher volumes. Higher transportation fee income and gas volumes on the Main Gas Pipeline System (MGPS) increased revenues from pipeline rentals by 5% in 1H13 (accounting for 11.6% of total revenues). Upstream activities posted 6x higher revenue in 1H13 y/y as oil reserves from 2012 were sold and recognized as income per production sharing agreements, now representing 10% of total revenues. The oil transportation segment remained largely flat, as expected. The rising cost of gas purchases – the main cost component for GOGC – narrowed the EBITDA margin by 290bps to 39.8%. Eurobond financing costs also cut into the bottom line. According to GOGC's FY13 guidance, gas prices are likely to decline while volumes should increase slightly. We expect revenues to grow by a modest 4.5% in FY13 and 1.8% and 1.5% in FY14 and FY15, respectively.

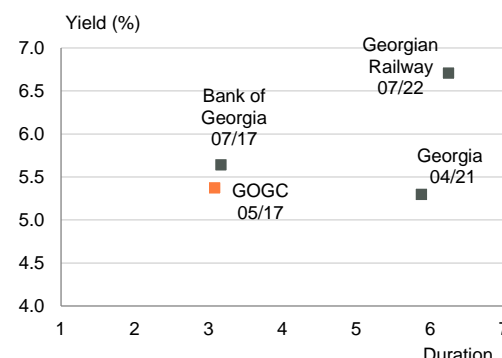
### Capex remains priority, but redirected to Gardabani

In 2012, GOGC ended its involvement in the Namakhvani Hydro Plant due to potential environmental issues that required further revision. Instead, GOGC will invest in the Gardabani Combined Cycle Power Plant (CCPP) which should be fully operational in 2016. Project construction costs were re-evaluated to US\$ 220mn from US\$ 200mn. The plant will be run by the Gardabani TPP LLC with funding from both GOGC and PF, where each invests US\$ 50mn of equity and GOGC provides an additional US\$ 120mn in debt financing to the Gardabani SPV. Upon completion, GOGC will own a 51% equity stake in Gardabani, while the PF will retain the remaining 49%. PF's US\$ 50mn equity investment will be financed from a loan of the same amount that GOGC made to PF for the plant's construction in 2012. It will be repaid by the PF over 2015-2019.

### Eurobond covenants in-check, liquidity still strong

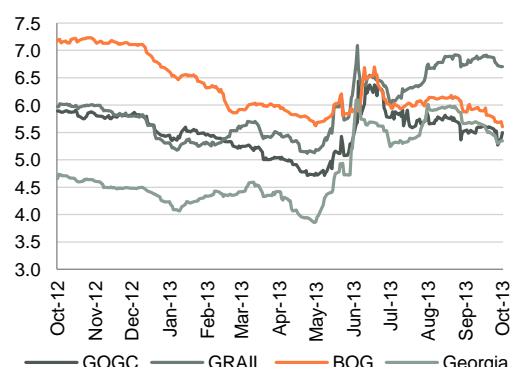
GOGC's 2.7x FY12 and projected 3.1x FY13 net debt-to-EBITDA ratios leave the company in compliance with the 3.5x Eurobond covenant. The expected rise in the ratio in 2013 will be driven by US\$ 120mn in outflows related to Gardabani's construction. Term deposits (US\$ 41mn in 1H13) are included as cash equivalents in adjusted net debt calculations, which lowers the ratio to 2.1x in FY13. We do not include an un-tapped overdraft facility of US\$ 53mn in net debt calculations, but note that it does provide an additional liquidity buffer.

**Figure 1: Georgian Eurobond universe**



Source: Bloomberg

**Figure 2: Georgian Eurobonds, YTM %**



Source: Bloomberg

**Table 1: Key financials (US\$ mn) and ratios**

	1H13	1H12	Chg, y/y
EBITDA	43.5	37.5	16.0%
EBITDA margin	39.8%	42.7%	(290bps)
EBIT	37.7	31.1	21.4%
EBIT margin	34.5%	35.4%	(80bps)
Net income	36.3	29.2	24.5%
Net margin	33.3%	33.2%	10bps
Assets	538.7	535.7	2.5%
Equity	272.3	243.2	14.2%
Liabilities	266.4	292.5	(7.1%)

Source: Company data, Bank of Georgia Research

## Capex plans remain a priority

**GOGC announced it will terminate its involvement with Namakhvani** due to potential environmental issues that require further assessment. However, the company replaced Namakhvani with Gardabani, which leaves capex plans in place. As of end-2012, GOGC committed US\$ 10.5mn to Namakhvani, but most of the contracts are retractable without penalty. US\$ 4.5mn was written off at the end of 2012 and we do not expect any other significant Namakhvani-related impairment charges going forward. Although discontinuing Namakhvani is disappointing to us, we believe Gardabani is an attractive alternative as it will help diversify GOGC's revenue structure.

**Eurobond proceeds earmarked for Namakhvani will now be directed to Gardabani.** The project is slated for end-2015 completion at a total project cost of US\$ 220mn, becoming fully operational in 2016. The US\$ 50mn loan that GOGC lent to the Partnership Fund (PF) for Gardabani's construction in 2012 will be repaid by the PF in equal semi-annual installments over 2015-2019 at a 9% interest rate. This effectively leaves the PF and GOGC investing approximately US\$ 50mn of equity each while GOGC will remain the majority owner with 51%. In our model, we assumed GOGC will invest US\$ 120mn of debt in Gardabani in 2013 and the final equity component of US\$ 50mn in 2014. The debt component issued by GOGC to Gardabani TPP LLC will have a grace period until 2016 and then be repaid in 20 equal semi-annual installments, at 9.5% interest rate.

**Table 2: Use of Eurobond proceeds and other funding as at June 2013**

Use of Eurobond proceeds / sources of funding	
<b>US\$ 41mn</b>	Term deposits
<b>US\$ 168mn</b>	Cash & equivalents
<b>US\$ 54mn<sup>1</sup></b>	Loan to PF <sup>2</sup> (for PF's Gardabani equity investment), due 2015-2019 in equal semi-annual installments at 9% interest rate
<b>US\$ 31mn</b>	Receivable from state-controlled entity <sup>3</sup> , due in 2013 at 11% interest rate
<b>US\$ 294mn</b>	

<sup>1</sup> Difference of US\$ 4mn vs. reported amount of US\$ 50mn due to exchange rate adjustment

<sup>2</sup> JSC Partnership Fund was established by the Government of Georgia in August 2011. The Government owns 100% of the Fund. PF's current asset base exceeds USD 4.3bn as it incorporates government stakes in major state-owned enterprises (SOEs), including Georgian Railway (100% stake), Georgian Oil and Gas Corporation (100% stake), Georgian State Electrosystem (100% stake), Electricity System Commercial Operator (100% stake), and Telasi (25% stake). Oversight of the PF's management team is ensured by the supervisory board which is chaired by the Prime Minister of Georgia and includes the Ministers of Economy, Finance, Energy, and Justice as well as heads of four Georgian banks.

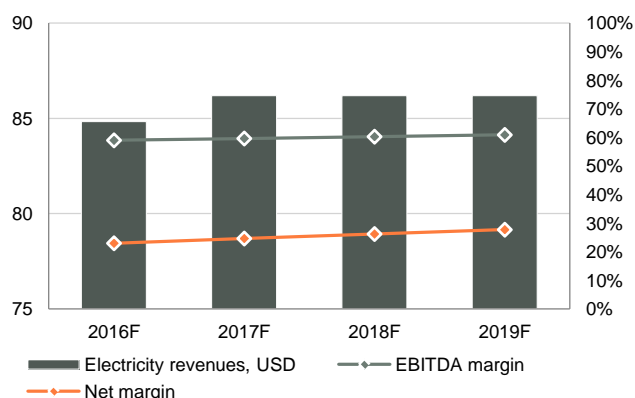
<sup>3</sup> To the extent permitted by Georgian legislation, the National Agency of State Property of the Ministry of Economy and Sustainable Development of Georgia confirmed its intent to provide support to the state-controlled entity in repaying the loan if required

## Revising forecasts: New operating metrics, capex schedule

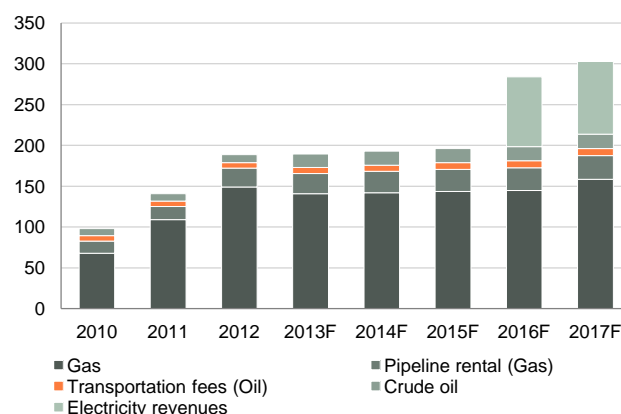
**We revise 2013 growth forecasts downwards to reflect higher volumes and lower selling prices vs. 2012 actual results, as per company guidance.** Under a new government initiative, social gas prices were lowered by GEL 0.05/m<sup>2</sup> (9.4% reduction, by our estimates) effective March 2013. As a result, we expect the EBITDA margin to contract 19ppts to 31%, with revised EBITDA at US\$ 59mn vs. our previous US\$ 72mn estimate for FY13. Our model assumes mostly flat social gas prices from 2013 onwards.

**The South Caucasus Pipeline (SCP) expansion project was announced in 2013 and will most likely be completed by 2017.** Maximum pipeline throughput capacity of the SCP system will reach 22 billion cubic meters per year. GOGC will benefit from the expansion as they will be able to increase gas purchase volumes under the SCP Optional Gas Agreement, which is expected to remain unchanged at 5% of SCP volume. By 2019, we estimate GOGC will receive 500mn cubic meters of gas from the SCP under a Supplemental Gas Agreement and an additional 850mn cubic meters under the Optional Gas Agreement. We also expect this to have a positive effect on profitability as gas purchases from the SCP are significantly cheaper than from other sources.

**Figure 3: Projected Gardabani revenues (US\$ mn) and margins** **Figure 4: GOGC revenue growth forecast, US\$ mn**



Source: Company data, Bank of Georgia Research

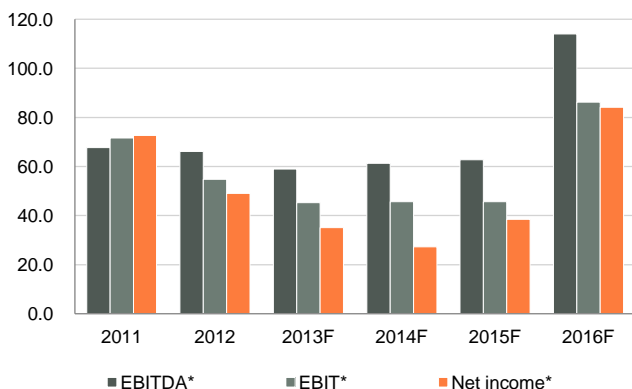


Source: Company data, Bank of Georgia Research

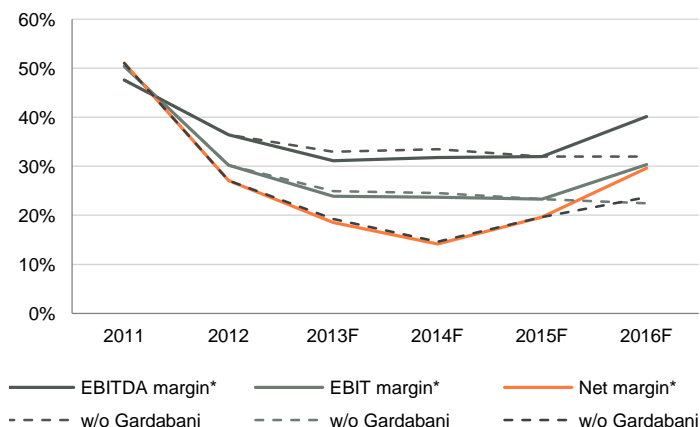
**Much-needed revenue diversification from gas to higher share of electricity through Gardabani.** With 230MW annual capacity, we estimate Gardabani will contribute around US\$ 85mn to consolidated revenue in FY16. Thermal power plants are subject to the cost of gas as its main operating input and in our view it will be the key factor for profitability. Our projections estimate Gardabani's EBITDA margin at around 60% and suggest it will improve GOGC's overall EBITDA margin from 32% to 40% in its first year of operations in FY16.

**We expect the launch of Gardabani in FY16 will improve GOGC's EBITDA and net margins 8.1ppts and 3.3ppts respectively.** The lower impact on the net income margin is due to GOGC's minority interest and higher depreciation expenses resulting from Gardabani's operations. We estimate Gardabani will contribute US\$ 50mn in EBITDA and US\$ 25mn in net income during its first year of operation.

**In 1H13 GOGC received US\$ 7.6mn in interest income on bank deposits, nearly double y/y.** The company also received US\$ 4mn of accrued interest on loans issued. In FY13, we expect GOGC's financial income sources to significantly offset Eurobond financing costs and overall incur a net finance expense of only US\$ 2.5mn.

**Figure 5: GOGC profitability measures, US\$ mn**


\* Excluding impairment loss reversal in 2011 and Namakhvani impairment in 2012-2013  
 Source: Company data, Bank of Georgia Research

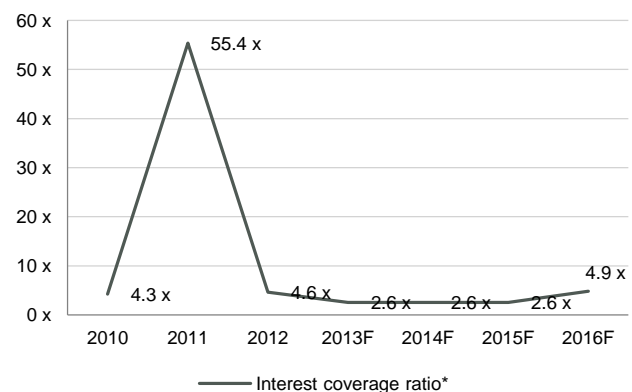
**Figure 6: Profitability margins with and without Gardabani**


\* Excluding impairment loss reversal in 2011 and Namakhvani impairment in 2012-2013  
 Source: Company data, Bank of Georgia Research

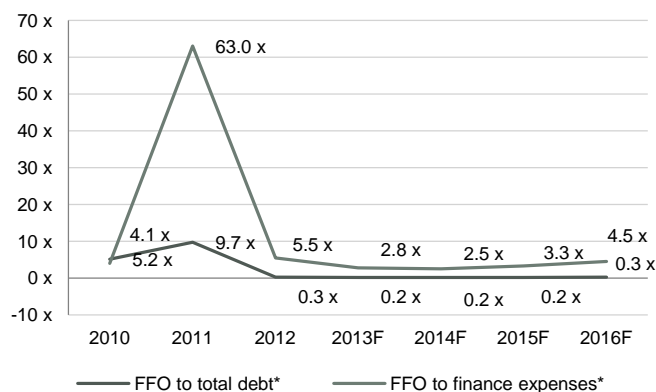
**In our model, we assume a 35% dividend payout ratio, in-line the company's guidance going forward.** At this rate GOGC will be able to meet both its capex and financing commitments. Nevertheless, as a quasi-sovereign entity (100% owned by the PF on behalf of the state) we believe the government will remain flexible on the dividend policy and help GOGC meet its liabilities if needed.

## Solid liquidity position despite lock-ups in term deposits and loans issued

**Large portions of the Eurobond proceeds were initially placed on long- and short-term deposit at local banks.** In May 2013, the company reclassified US\$ 55mn of short-term deposits as cash and cash equivalents, as a result of renegotiated deposit terms. From 2014, the company can fully withdraw the majority of non-current term deposits on favorable terms without incurring significant penalties. GOGC also has an unused overdraft stand-by facility of US\$ 53mn.

**Figure 7: Interest coverage ratio**


\* Excluding hist. impairment loss reversal in 2011  
 Source: Company data, Bank of Georgia Research

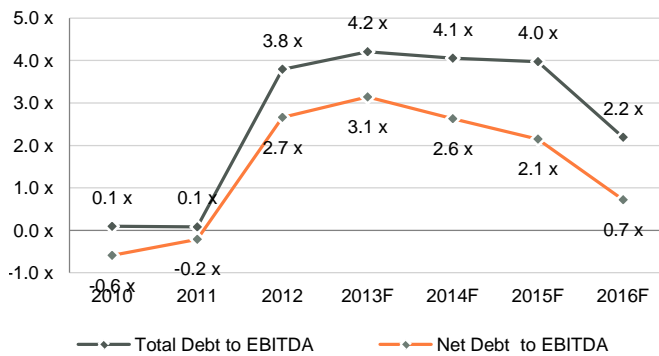
**Figure 8: Liquidity**


\* Funds from operations; excluding hist. impairment loss reversal in 2011  
 Source: Company data, Bank of Georgia Research

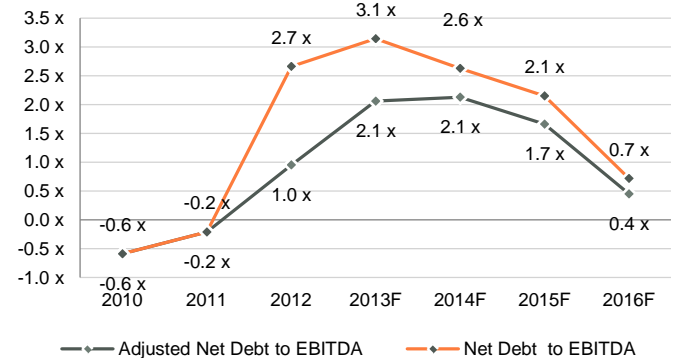


The net debt-to-EBITDA ratio stood at 2.7x in FY12 and we expect it at 3.1x in FY13, driven by US\$ 120mn in expected outflows at Gardabani. Adjusted net debt-to-EBITDA (incl. long term term deposits) was 1.0x in 2012 and we expect it at 2.1x in 2013.

**Figure 9a: Debt/EBITDA<sup>1</sup> ratios (conventional)**



**Figure 9b: Adjusted Debt/EBITDA<sup>1</sup>**



<sup>1</sup> EBITDA adjusted for impairment loss reversal in 2010-2011

Note: Net Debt is based on call deposits and current accounts in banks as sole cash equivalents

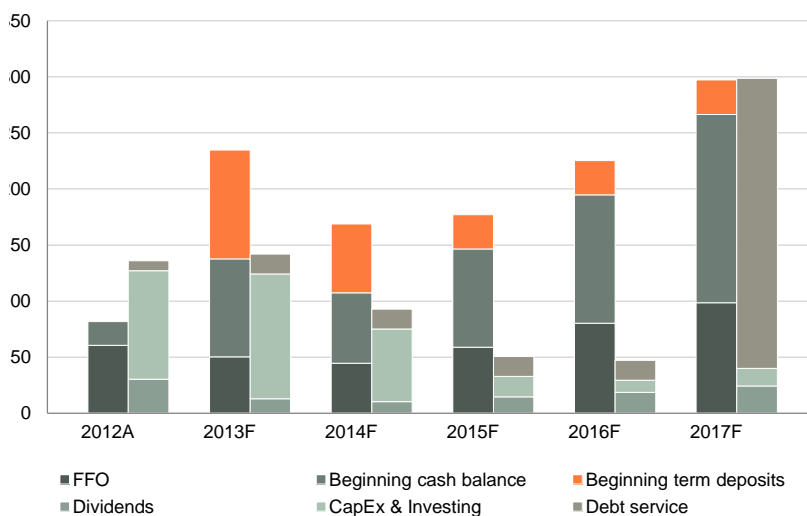
Source: Company data, Bank of Georgia Research

Note: Adjusted Net Debt includes long term term deposits as cash equivalents

Source: Company data, Bank of Georgia Research

An assessment of funding sources and uses indicates GOGC is capable of meeting debt repayment liabilities. GOGC remains comfortably funded even at a maximum 35% dividend payout, while minimum cash is maintained at 8% of total assets. In the case of extraordinary expenses such as unanticipated capex or heftier dividends, GOGC could face a cash crunch, but even then, the short-term credit facility of US\$ 53mn would cover the shortage. Alternatively, GOGC can reduce dividends to help fund a slight gap that might occur in 2017 when principal repayment on its Eurobonds is due.

**Figure 10: GOGC funding sources and uses (US\$ mn)**



Source: Company data, Bank of Georgia Research estimates



## Ratings affirmed in-line with the sovereign

**In April 2013, Fitch Ratings affirmed GOGC's BB- rating.** This was done in alignment with the sovereign due to the 100% indirect state ownership and its critical importance for national energy policy. However, on a standalone basis it was rated a B+ due to its small size, limited operations, and funding issues related to new projects.

**GOGC bond yields are currently on the decline after a spike during May-September period due to US QE taper expectations.** Amid the low interest rates in the US and Western Europe during the 1H13, investors chased returns in the Eastern European bond space. This rise in demand drove down Georgian Eurobond yields until the end of May, but the yields experienced a strong spike at the end of May along with other Eastern European corporate bonds on talk of US QE taper. Most Eastern European bonds are normally issued in US\$, with rates closely tied to US Treasuries. GOGC's yield rose from 4.755% on May 22 (when the Federal Reserve first mentioned cutting back on stimulus) to its current one year high of 6.443% in June. But the market stabilized after the Fed decided to keep its asset purchases steady at its September meeting and pushed back tapering expectations to 2014. As a result, investors' appetite increased for EM bonds and GOGC bond yield reduced towards 5.5% in mid-October.

# Financials

## Income statement, US\$ mn

	2010	2011	2012	2013F	2014F	2015F	2016F	2017F
Net revenue	96.7	142.3	181.5	189.7	193.2	196.1	284.0	302.8
EBITDA <sup>(1)</sup>	43.0	67.7	66.1	59.0	61.3	62.7	113.9	123.5
EBITDA margin <sup>(1)</sup>	44.5%	47.6%	36.4%	31.1%	31.8%	32.0%	40.1%	40.8%
D&A	10.0	11.7	11.3	13.7	15.6	17.1	27.8	29.8
EBIT	56.3	71.7	54.8	45.3	45.7	45.6	86.1	93.7
EBIT margin	58.2%	50.4%	30.2%	23.9%	23.7%	23.3%	30.3%	31.0%
Financial expenses (income), net	5.0	(5.6)	(5.9)	2.5	11.7	(3.4)	(5.4)	(18.3)
PBT	51.4	77.3	60.6	42.8	34.0	49.1	91.5	112.0
Tax expense	6.6	9.7	7.0	6.4	5.1	7.4	12.0	15.1
Minority interest expense	0.0	0.0	0.0	0.0	0.0	0.0	9.6	10.8
Net income	44.7	67.7	53.6	36.4	28.9	41.7	69.9	86.2
Net margin	46.3%	47.5%	29.5%	19.2%	15.0%	21.3%	24.6%	28.5%
Profit from discontinued operations	10.0	5.0	0.0	0.0	0.0	0.0	0.0	0.0
Impairment of assets related to Namakhvani project	0.0	0.0	(4.5)	(1.2)	0.0	0.0	0.0	0.0
Net income after discontinued operations	54.7	72.7	49.1	35.2	28.9	41.7	69.9	86.2

<sup>(1)</sup> Excluding reversal of impairment losses (US\$ 23.3mn – 2010; US\$ 15.7mn – 2011)

Source: Company, Bank of Georgia Research

## Balance sheet, US\$ mn

	2010	2011	2012	2013F	2014F	2015F	2016F	2017F
<b>Non-current assets</b>	<b>150.4</b>	<b>188.9</b>	<b>313.4</b>	<b>444.9</b>	<b>465.5</b>	<b>468.8</b>	<b>454.1</b>	<b>411.7</b>
Net PP&E	126.8	162.6	170.5	178.8	178.2	179.4	180.1	174.9
Gardabani CCPP	0.0	0.0	51.5	174.5	224.5	224.5	206.9	198.1
Term deposits	0.0	0.0	63.6	61.3	30.7	30.7	30.7	0.0
Other	23.6	26.3	27.8	30.1	32.1	34.2	36.4	38.7
<b>Current assets</b>	<b>78.4</b>	<b>66.4</b>	<b>216.4</b>	<b>131.6</b>	<b>156.6</b>	<b>183.6</b>	<b>236.9</b>	<b>74.4</b>
Cash & equivalents	32.5	21.0	86.1	62.8	87.5	114.4	167.9	1.3
Receivables & prepayments	14.4	18.2	52.1	51.7	51.7	51.5	51.1	54.0
ST deposits & investments	0.0	0.0	61.3	0.0	0.0	0.0	0.0	0.0
Other	31.5	27.2	17.0	17.1	17.4	17.7	17.9	19.1
<b>Total assets</b>	<b>228.8</b>	<b>255.4</b>	<b>529.7</b>	<b>576.5</b>	<b>622.1</b>	<b>652.3</b>	<b>690.9</b>	<b>486.0</b>
<b>Shareholders equity</b>	<b>195.4</b>	<b>214.6</b>	<b>240.5</b>	<b>268.3</b>	<b>287.1</b>	<b>314.2</b>	<b>348.3</b>	<b>393.0</b>
<b>Non-current liabilities</b>	<b>5.8</b>	<b>6.8</b>	<b>250.8</b>	<b>280.7</b>	<b>305.9</b>	<b>306.5</b>	<b>312.4</b>	<b>59.9</b>
LT interest bearing debt	1.3	0.4	245.0	248.2	248.7	249.2	249.7	0.0
Minority interest	0.0	0.0	0.0	26.7	51.2	51.2	56.5	53.3
Other	4.5	6.4	5.8	5.8	5.9	6.0	6.1	6.6
<b>Current liabilities</b>	<b>27.6</b>	<b>34.0</b>	<b>38.5</b>	<b>27.5</b>	<b>29.2</b>	<b>31.7</b>	<b>30.3</b>	<b>33.1</b>
ST loans	5.0	6.2	3.1	0.0	0.0	0.0	0.0	0.0
Trade payables & prepayments	1.7	1.6	15.0	6.8	8.2	10.3	8.7	9.9
Other	20.9	26.2	20.4	20.7	21.0	21.4	21.6	23.3
<b>Total liabilities &amp; equity</b>	<b>228.8</b>	<b>255.4</b>	<b>529.7</b>	<b>576.5</b>	<b>622.1</b>	<b>652.3</b>	<b>690.9</b>	<b>486.0</b>

Source: Company, Bank of Georgia Research



### Cash flow, US\$ mn

	2010	2011	2012	2013F	2014F	2015F	2016F	2017F
<b>Cash flows from operating activities</b>	<b>45.4</b>	<b>46.7</b>	<b>43.0</b>	<b>41.7</b>	<b>44.5</b>	<b>59.7</b>	<b>77.3</b>	<b>95.2</b>
Net income	54.7	72.7	49.1	36.4	28.9	41.7	52.5	68.8
Depreciation and amortisation	10.7	12.4	11.3	13.7	15.6	17.1	27.8	29.8
Reversal of impairment losses	(21.4)	(16.2)	0.0	0.0	0.0	0.0	0.0	0.0
Change in working capital	(8.9)	(20.9)	(15.9)	(7.1)	1.5	2.4	(1.2)	(1.2)
Other	10.2	(1.2)	(1.4)	(1.3)	(1.4)	(1.6)	(1.7)	(2.1)
<b>Cash flows from investing activities</b>	<b>(8.8)</b>	<b>(38.8)</b>	<b>(182.1)</b>	<b>(75.7)</b>	<b>(34.4)</b>	<b>(18.3)</b>	<b>(10.9)</b>	<b>15.0</b>
Capital expenditures	(8.3)	(38.7)	(17.9)	(19.1)	(15.0)	(18.3)	(10.9)	(15.7)
Gardabani CCPP investment	0.0	0.0	(51.7)	(122.2)	(50.0)	0.0	0.0	0.0
Loans given to shareholder and state controlled entity	0.0	0.0	(27.1)	29.9	0.0	0.0	0.0	0.0
Increase in term deposits	0.0	0.0	(85.3)	35.8	30.7	0.0	0.0	30.7
Other	(0.4)	(0.1)	(0.1)	0.0	0.0	0.0	0.0	0.0
<b>Cash flows from financing activities</b>	<b>(9.0)</b>	<b>(21.3)</b>	<b>204.3</b>	<b>9.3</b>	<b>14.5</b>	<b>(14.5)</b>	<b>(13.0)</b>	<b>(276.8)</b>
Net borrowings (repayments)	(3.9)	0.0	239.7	(4.6)	(0.0)	(0.0)	(0.0)	(250.0)
Dividends paid	(5.1)	(4.4)	(30.0)	(12.7)	(10.1)	(14.6)	(18.4)	(24.1)
Change in minority interest	0.0	0.0	0.0	26.7	24.5	0.0	5.3	(3.2)
Other	0.0	(16.9)	(6.4)	(0.0)	0.1	0.1	0.1	0.5
<b>Net cash inflows (outflows)</b>	<b>27.7</b>	<b>(13.4)</b>	<b>65.2</b>	<b>(24.7)</b>	<b>24.7</b>	<b>26.9</b>	<b>53.5</b>	<b>(166.6)</b>
Beginning cash balance	4.9	32.5	21.0	86.1	62.8	87.5	114.4	167.9
Foreign currency translation gain (loss)	(0.1)	1.9	(0.1)	1.5	0.0	0.0	0.0	0.0
<b>Ending cash balance</b>	<b>32.5</b>	<b>21.0</b>	<b>86.1</b>	<b>62.8</b>	<b>87.5</b>	<b>114.4</b>	<b>167.9</b>	<b>1.3</b>

Source: Company, Bank of Georgia Research

### Financial ratios

	2010	2011	2012	2013F	2014F	2015F	2016F	2017F
<b>Profitability</b>								
ROA <sup>(1)</sup>	9.9%	21.1%	13.5%	6.5%	4.8%	6.5%	7.8%	11.7%
ROE <sup>(1)</sup>	14.4%	24.9%	23.2%	14.2%	10.4%	13.9%	15.8%	18.6%
<b>Liquidity and Solvency</b>								
Current ratio	2.8 x	2.0 x	5.6 x	4.8 x	5.4 x	5.8 x	7.8 x	2.2 x
Quick ratio	2.6 x	1.9 x	5.6 x	4.8 x	5.4 x	5.8 x	7.8 x	2.2 x
Cash ratio	1.2 x	0.6 x	2.2 x	2.3 x	3.0 x	3.6 x	5.5 x	0.0 x
Total debt/Equity	0.0x	0.0x	1.0x	0.9x	0.9x	0.8x	0.7x	0.0x
Net debt/Equity <sup>(2)</sup>	(0.1x)	(0.1x)	0.7x	0.7x	0.6x	0.4x	0.2x	(0.0x)
Total debt/EBITDA <sup>(1)</sup>	0.1x	0.1x	3.8x	4.2x	4.1x	4.0x	2.2x	0.0x
Net debt/EBITDA <sup>(1) (2)</sup>	(0.6x)	(0.2x)	2.7x	3.1x	2.6x	2.1x	0.7x	(0.0x)
Adjusted Net debt /EBITDA <sup>(1) (3)</sup>	(0.6x)	(0.2x)	1.0x	2.1x	2.1x	1.7x	0.4x	(0.0x)
Financial leverage	1.2 x	1.2 x	2.2 x	2.1 x	2.2 x	2.1 x	2.0 x	1.2 x
Interest coverage <sup>(1)</sup>	4.3 x	55.4 x	4.6 x	2.6 x	2.6 x	2.6 x	4.9 x	10.6 x
FFO to total debt <sup>(1)</sup>	5.2 x	9.7 x	0.3 x	0.2 x	0.2 x	0.2 x	0.3 x	nm
RCF to net debt <sup>(2)</sup>	(1.1x)	0.9x	0.4x	(0.1x)	0.2x	0.2x	0.7x	129.4x
FFO to financial expenses <sup>(1)</sup>	4.1 x	63.0 x	5.5 x	2.8 x	2.5 x	3.3 x	4.5 x	11.1 x

<sup>(1)</sup> Calculated without reversal of impairment losses of US\$ 23.3mn in FY10 and US\$15.7mn in FY11

<sup>(2)</sup> Based on call deposits and current accounts in banks as sole cash equivalents

<sup>(3)</sup> Including current and non-current term deposits

Source: Company data, Bank of Georgia Research





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