



# At the heart of the African growth story

Corporate Presentation

September 2018

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# Introduction to Vivo Energy



# Leading pan-African Shell branded retail platform

15 countries

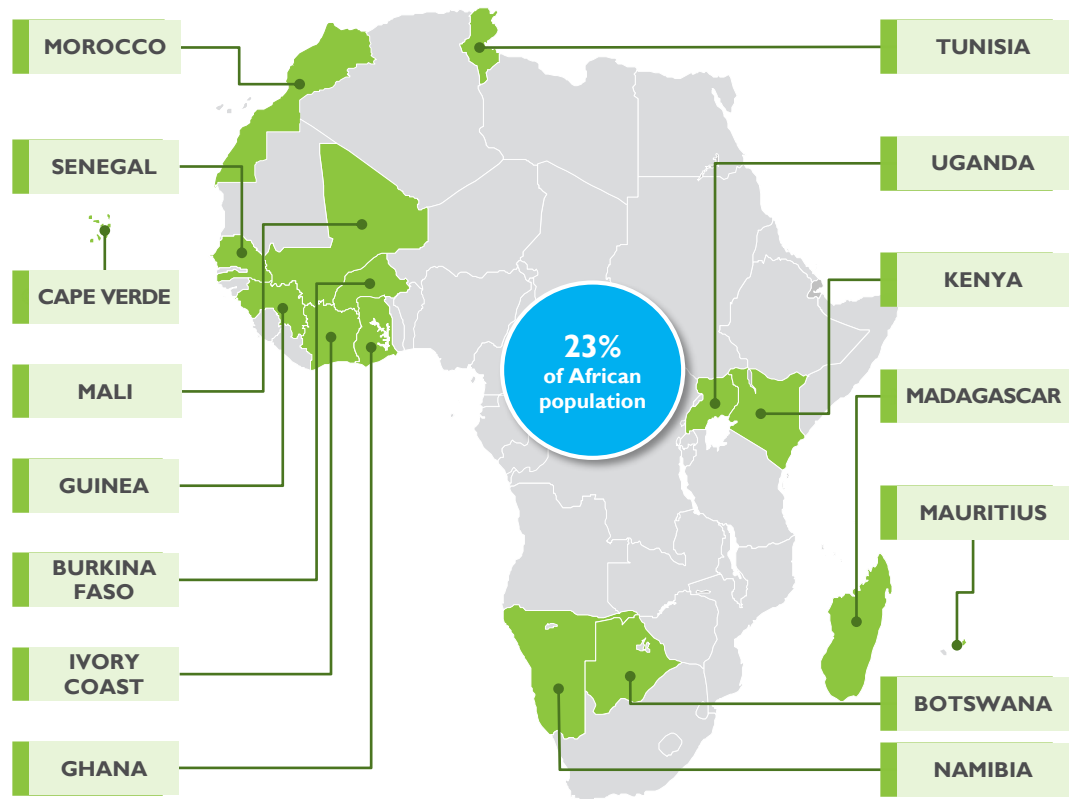
Access to 277 million consumers

#1 and #2 positions in 14 countries<sup>(1)</sup>

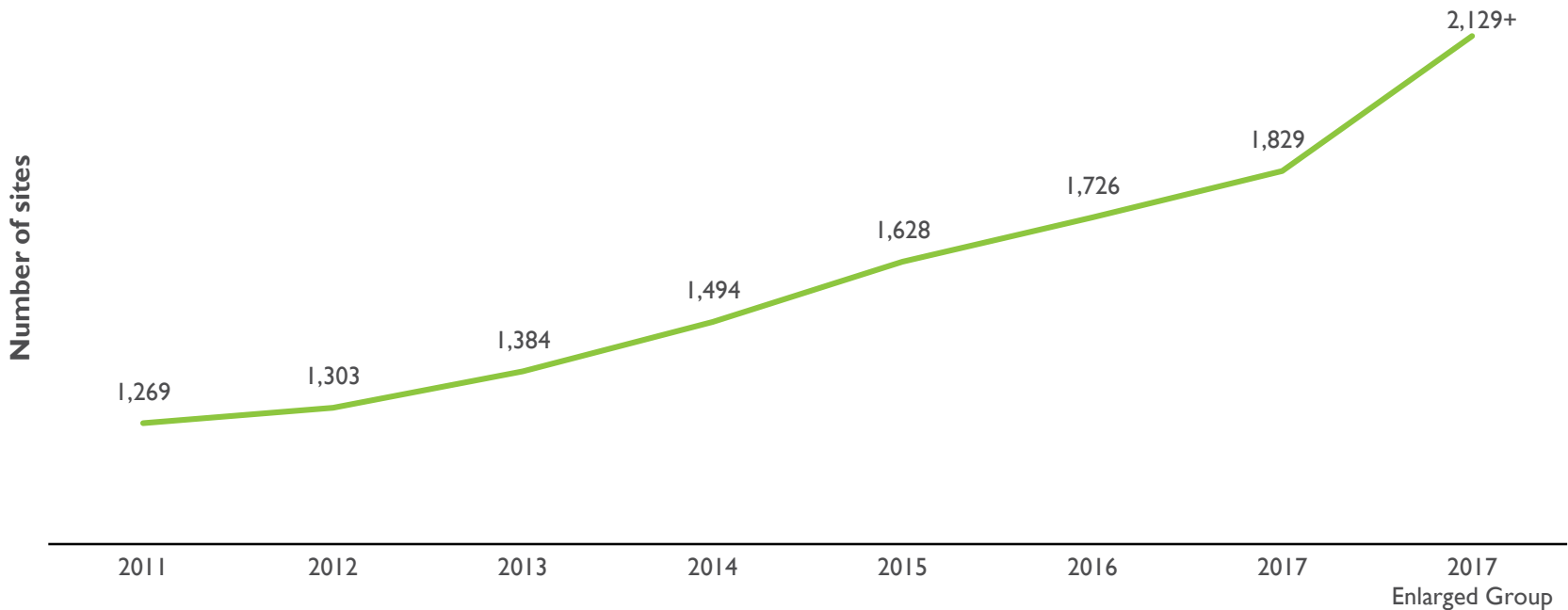


1,829 retail sites

943k m<sup>3</sup> of storage<sup>(2)</sup>



# A new 100-year-old company

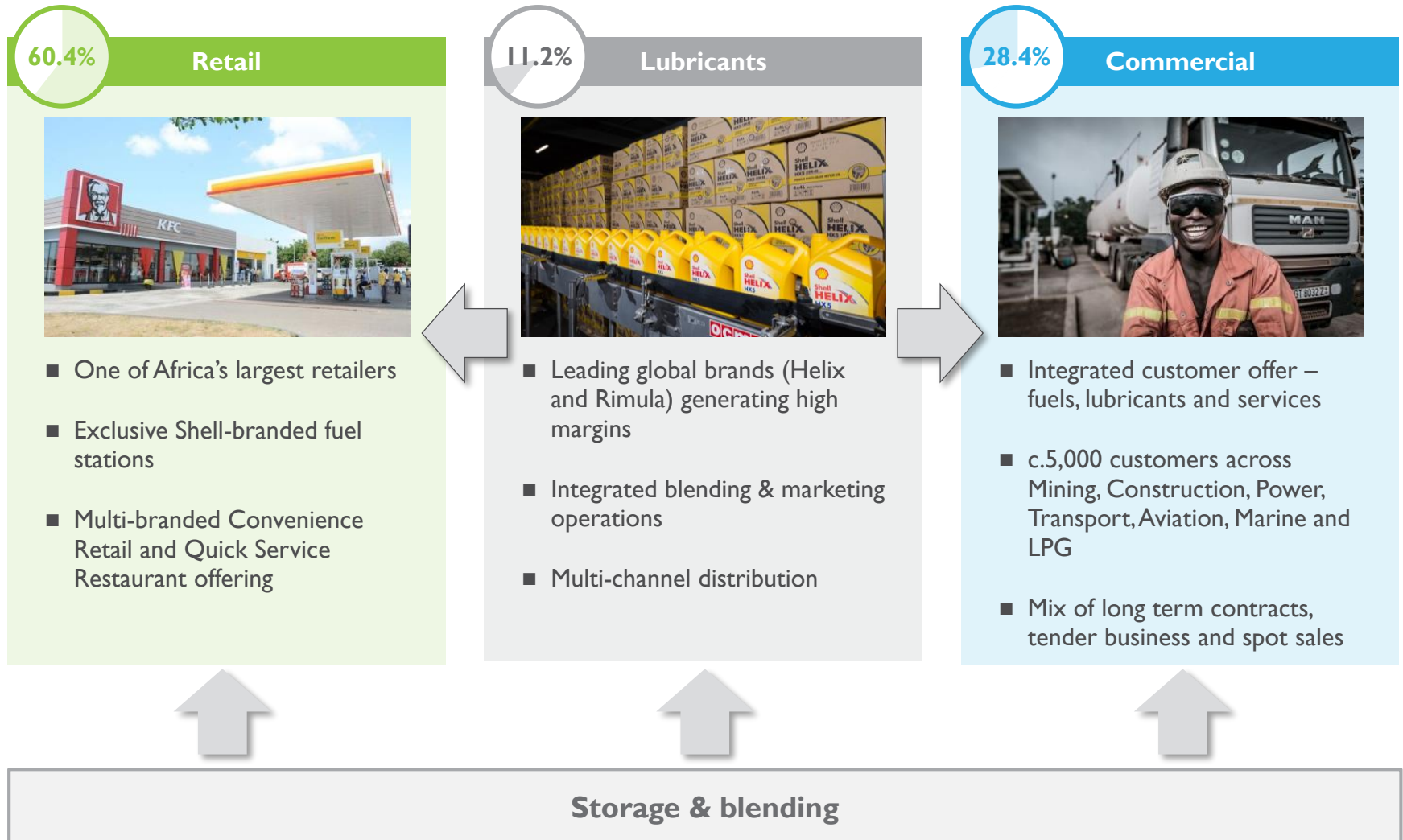


- 1 Carve-out
- 2 Systems and controls
- 3 Nearly \$600m invested and 560 sites added since carve-out<sup>(2)</sup>

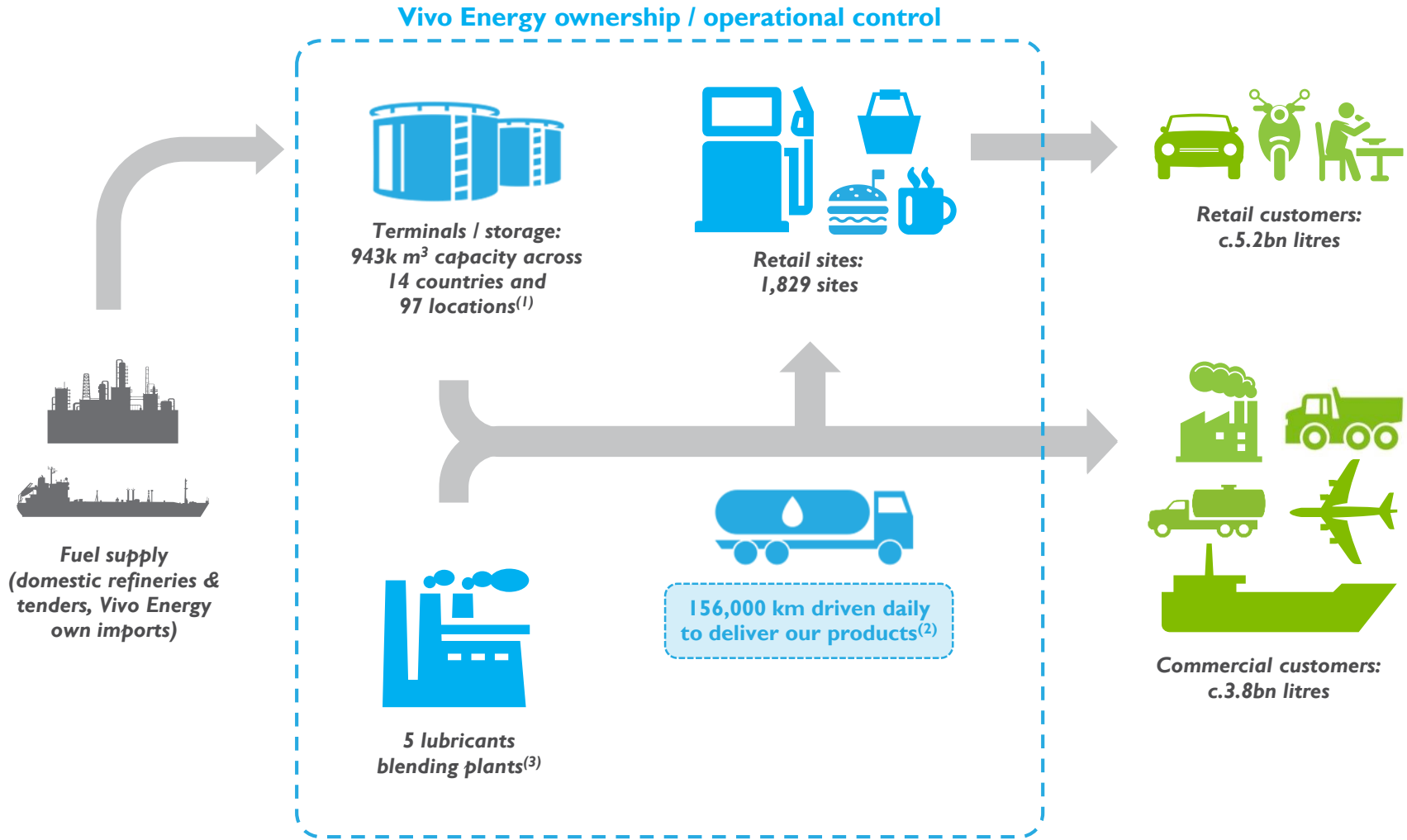


Source: Company information.  
 (1) Acquired from Engen. Completion of transaction subject to regulatory approval.  
 (2) Since 2012.

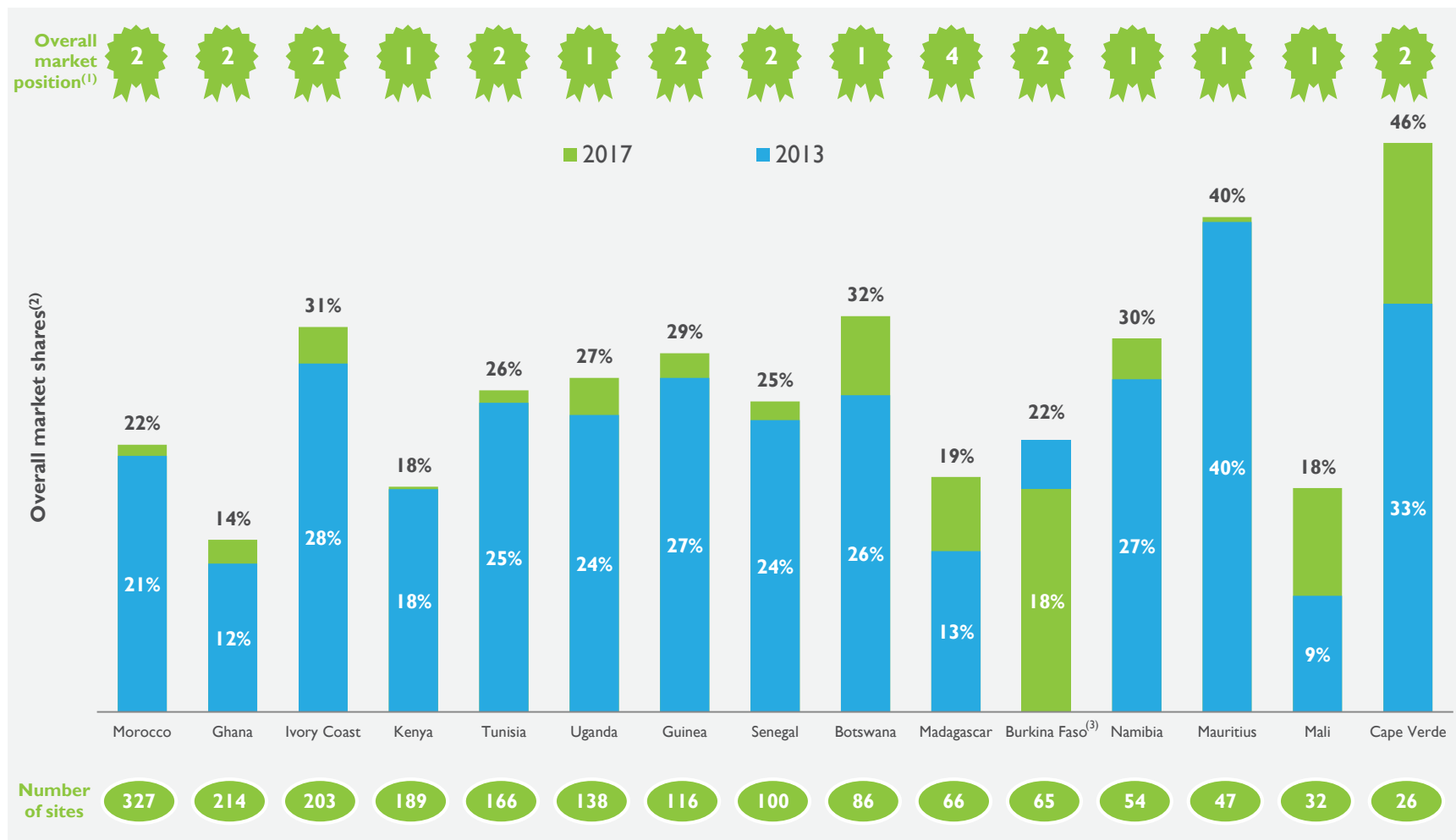
# We operate an integrated business across three core segments



# Our integrated model provides a sustained competitive advantage



# #1 and #2 positions in 14 countries



# Favourable African macro trends underpin our growth



## STRONG POPULATION GROWTH

- **1.2 billion** more people by **2050<sup>(1)</sup>**
- **65%** of global population growth



## YOUNG POPULATION

- **Median age of 19** vs. 30 and 38 in Asia and USA, respectively<sup>(2)</sup>



## RAPID URBANISATION

- Urban population to grow from **40%** to **56%** from 2015 – 2050



## GROWING MIDDLE CLASS

- **376 million** to **582 million** people from 2013 – 2030



## STRONG GDP GROWTH IN VIVO ENERGY COUNTRIES

- **5% CAGR** 2016 – 2021



## INCREASING CONSUMER SPENDING

- **4%** household consumption CAGR 2015 – 2025



## RAPID VEHICLE GROWTH

- **7% CAGR** 2016 – 2021<sup>(3)</sup>
- **33** vehicles per 1,000 people vs. **560** in Europe<sup>(3)</sup>

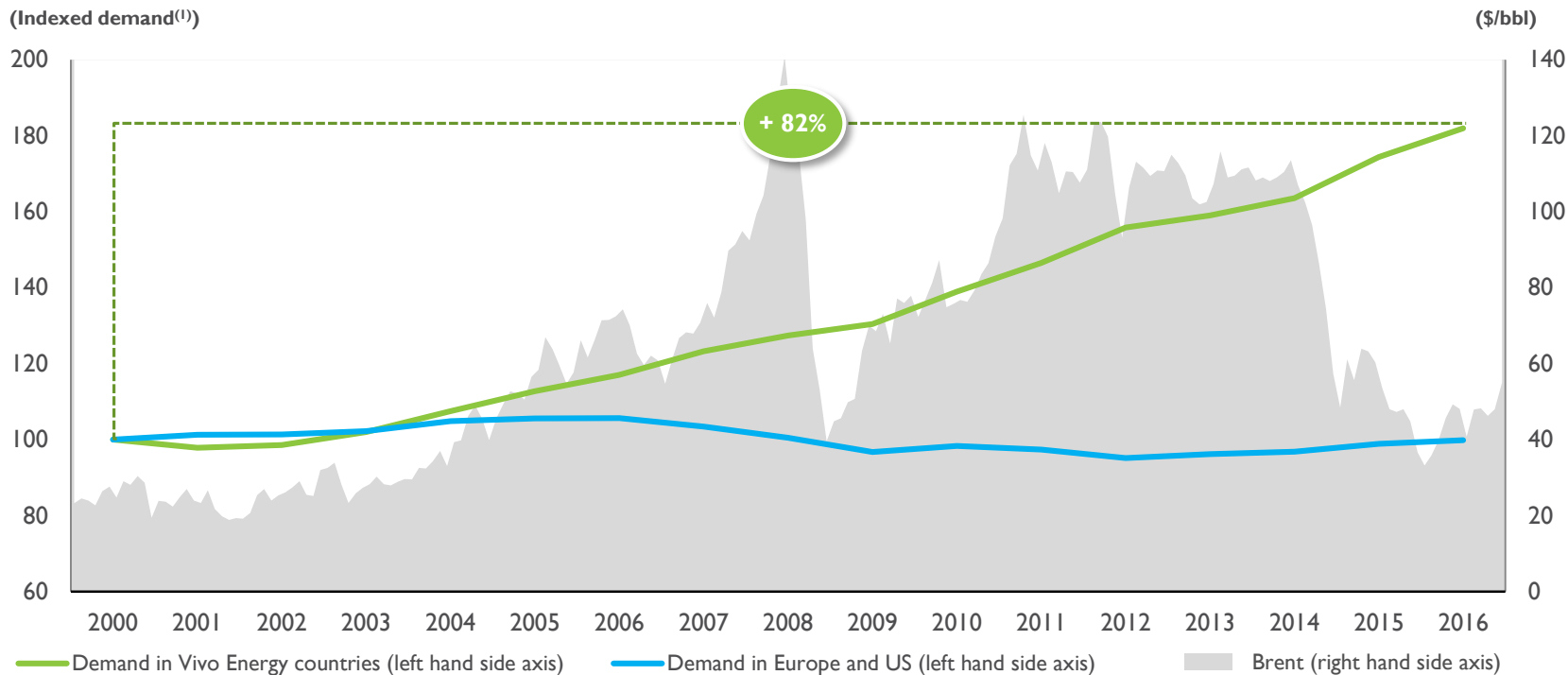


## STRONG INFRASTRUCTURE DEVELOPMENT

- **\$150bn** of annual infrastructure spending required by 2025

# With resilient and growing fuel demand

## FUEL DEMAND HAS KEPT GROWING DESPITE A FLUCTUATING OIL PRICE



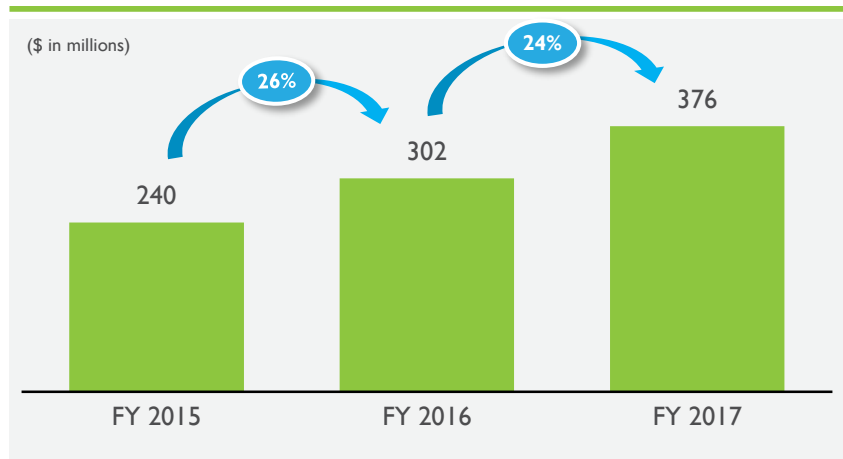
## AFRICAN FUEL DEMAND CHARACTERISTICS

- Few public transport alternatives
- Roads are the primary transport route

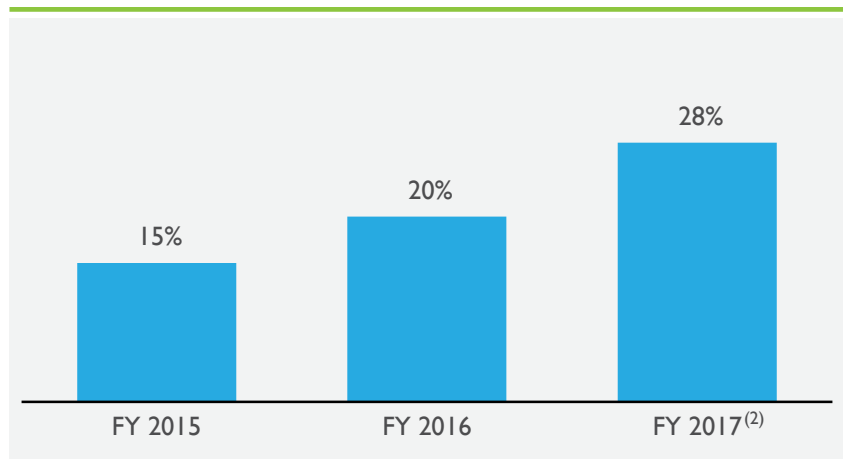
- Staple product
- Car parc growth, lower vehicle efficiency and expanding road network

# Delivering strong earnings growth and high returns

## ADJUSTED EBITDA



## HIGH AND GROWING ROACE<sup>(1)</sup>



## HOW WE DELIVER GROWTH AND HIGH RETURNS

- A Resilient and growing US\$ unit margins**
  - Retail margins decoupled from oil prices and FX exposure
- B Diversification**
  - Across regions, segments and currency exposure
- C Operating leverage**
  - Optimised cost structure demonstrated by high EBITDA conversion
- D Disciplined capital allocation**
  - Rigorous return requirements, high returns on investment and staff compensation linked to ROACE<sup>(1)</sup>
- E High cash conversion**
  - Structurally negative working capital and low leverage

# Our key strategic objectives

1

**Preserve lean and agile organisation and performance-driven culture**

2

**Extract maximum value from our existing business**

3

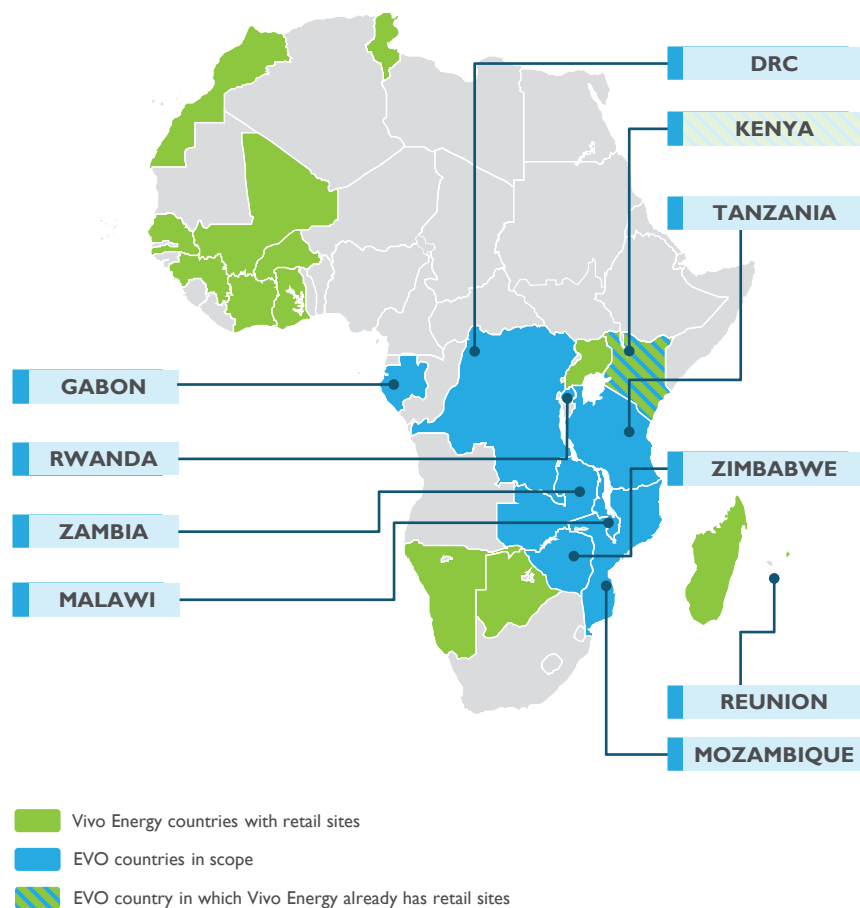
**Pursue value-accretive growth**

4

**Maintain attractive returns through disciplined financial management**

# Expanding our footprint through EVO transaction

**EVO ADDS 9 COUNTRIES, 300+ SITES<sup>(1)</sup> AND EBITDA OF c.\$50m<sup>(2)</sup>**



## TRANSACTION OVERVIEW

- Increases Vivo Energy's target market by c.220m to half a billion people (42% of African population)
- Provides access to high priority countries: Mozambique, Zambia and Tanzania
- Opportunity to roll-out the proven Vivo Energy model to EVO to drive growth
- Total consideration of US\$399 million, US\$121.5 million in cash, and 123.6 million consideration shares valued at IPO offer price
- Engagement between parties regarding alleged pre-emption claim in respect of Engen DRC in progress
- All other regulatory and completion approvals received
- Integration planning making good progress



Source: Company information, UN World Population Prospects 2017.  
 Note: The acquisition of Engen International Holdings (Mauritius) Limited ("EIHL") is referred to as "EVO".  
 (1) Unaudited EVO management information figure.  
 (2) Unaudited EVO 2016A management information figure. 100% of EBITDA including minority shares. 70-80% of EBITDA attributable to Vivo Energy.

# Update on Morocco

- In December 2015 the Government of Morocco deregulated fuel prices
- Following consumer activism in Morocco across several sectors during Q2 2018, the government initiated discussions with the Moroccan Petroleum Group (GPM), the industry representative body, to discuss price regulation
- Whilst discussions have taken place, at this stage no plans regarding price regulation have been confirmed
- During the first half of 2018 Retail fuels in Morocco contributed 22% to Group Adjusted EBITDA compared to 29% for the full year 2017
- Our 2019 guidance at IPO already reflected a \$3'000 litres decrease in overall Retail gross cash unit margin, representing a c.\$15m impact on Adjusted EBITDA, based on 2019 targeted retail volumes

# Our Investment Highlights

|          |                         |   |  |
|----------|-------------------------|---|--|
| <b>1</b> | <b>Market:</b>          | <b>Compelling African consumer fundamentals</b>                           | <ul style="list-style-type: none"><li>■ 5.2% GDP growth in our markets<sup>(1)</sup></li><li>■ Access to 277 million consumers</li></ul>                                     |
| <b>2</b> | <b>Platform:</b>        | <b>Pan-African, market-leading, #1 brand</b>                              | <ul style="list-style-type: none"><li>■ #1 and #2 positions in 14 countries<sup>(2)</sup></li><li>■ 52% brand preference in all markets</li></ul>                            |
| <b>3</b> | <b>Business model:</b>  | <b>Integrated, entrepreneurial and performance-driven</b>                 | <ul style="list-style-type: none"><li>■ Over 1,800 retail sites</li><li>■ 943 000 cubic metres of storage capacity</li></ul>   |
| <b>4</b> | <b>Growth:</b>          | <b>Organic + inorganic growth across fuel, convenience retail and QSR</b> | <ul style="list-style-type: none"><li>■ Over \$600m self-funded capex since carve-out</li><li>■ Nearly 600 sites added<sup>(3)</sup>, plus over 300 sites from EVO</li></ul> |
| <b>5</b> | <b>Financial model:</b> | <b>Resilient, strong earnings and cash flow growth</b>                    | <ul style="list-style-type: none"><li>■ Retail margins decoupled from FX and oil prices</li><li>■ Structurally negative working capital and low leverage</li></ul>           |



# Retail



# Our Retail proposition



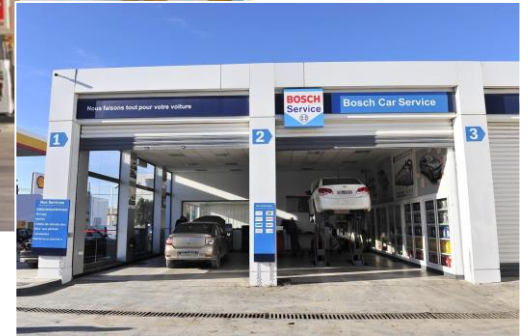
Quick Service Restaurants



Convenience Retail



Lubricants



Other Services

# #1 fuel brand in Africa

## BRAND REMAINS CRITICAL IN AFRICA



- Fuel is a high share of wallet purchase
- Presence of counterfeit and adulterated products
- Price regulation in most markets

## WE HAVE THE #1 BRAND



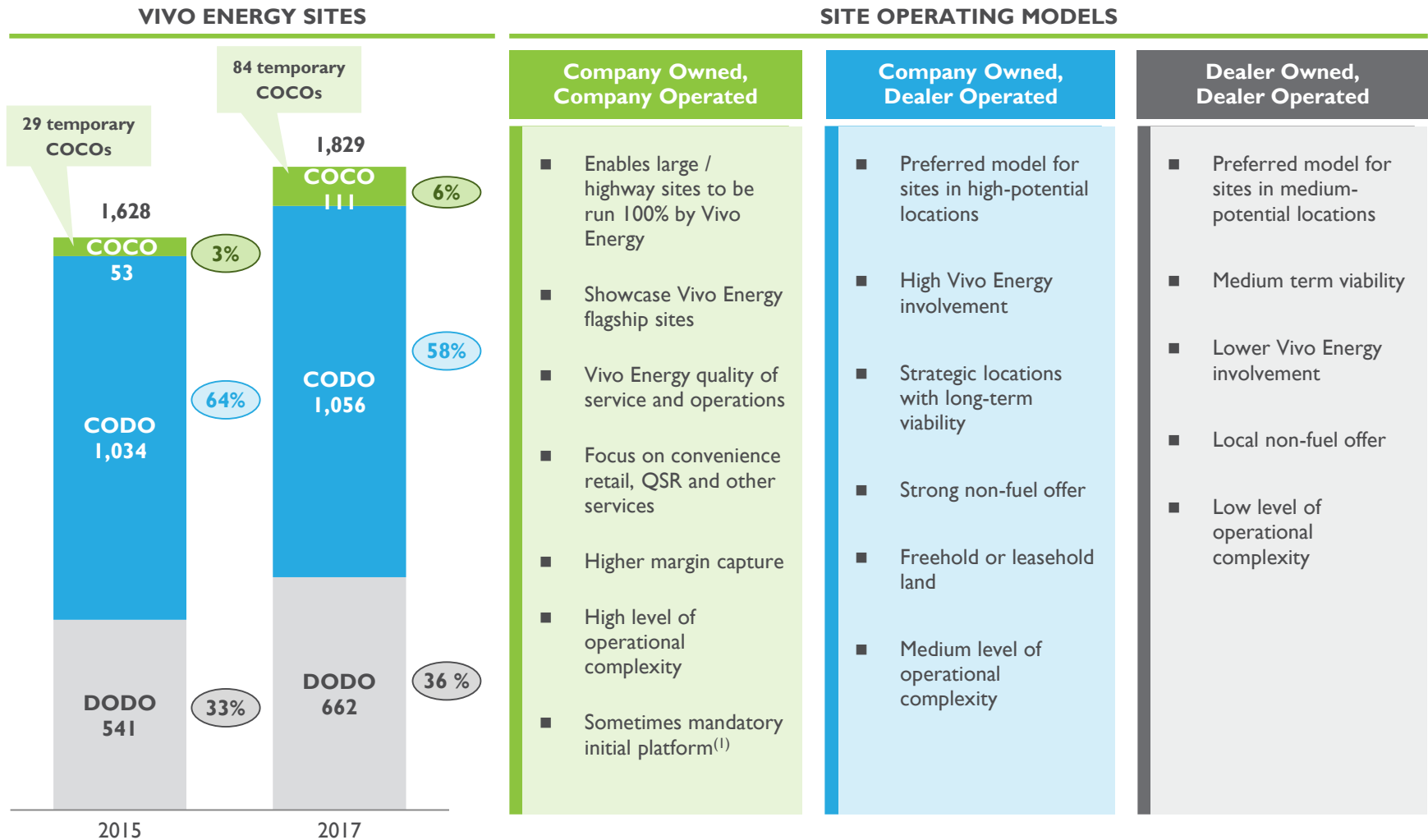
- Most preferred brand in all Vivo Energy's markets
  - 52% brand preference<sup>(1)</sup>
- Renewed 15 year license agreement
- Differentiated fuels and product innovation
  - Product launches provide temporary increase in volumes of c.20%<sup>(2)</sup>

## WE MAKE THE BRAND WORK



- 25-30% volume uplift following rebranding to Shell<sup>(3)</sup>
- 12 percentage point improvement in brand preference lead since 2013<sup>(1)</sup>
- 5% 2017 YoY volume growth from existing portfolio<sup>(4)</sup>

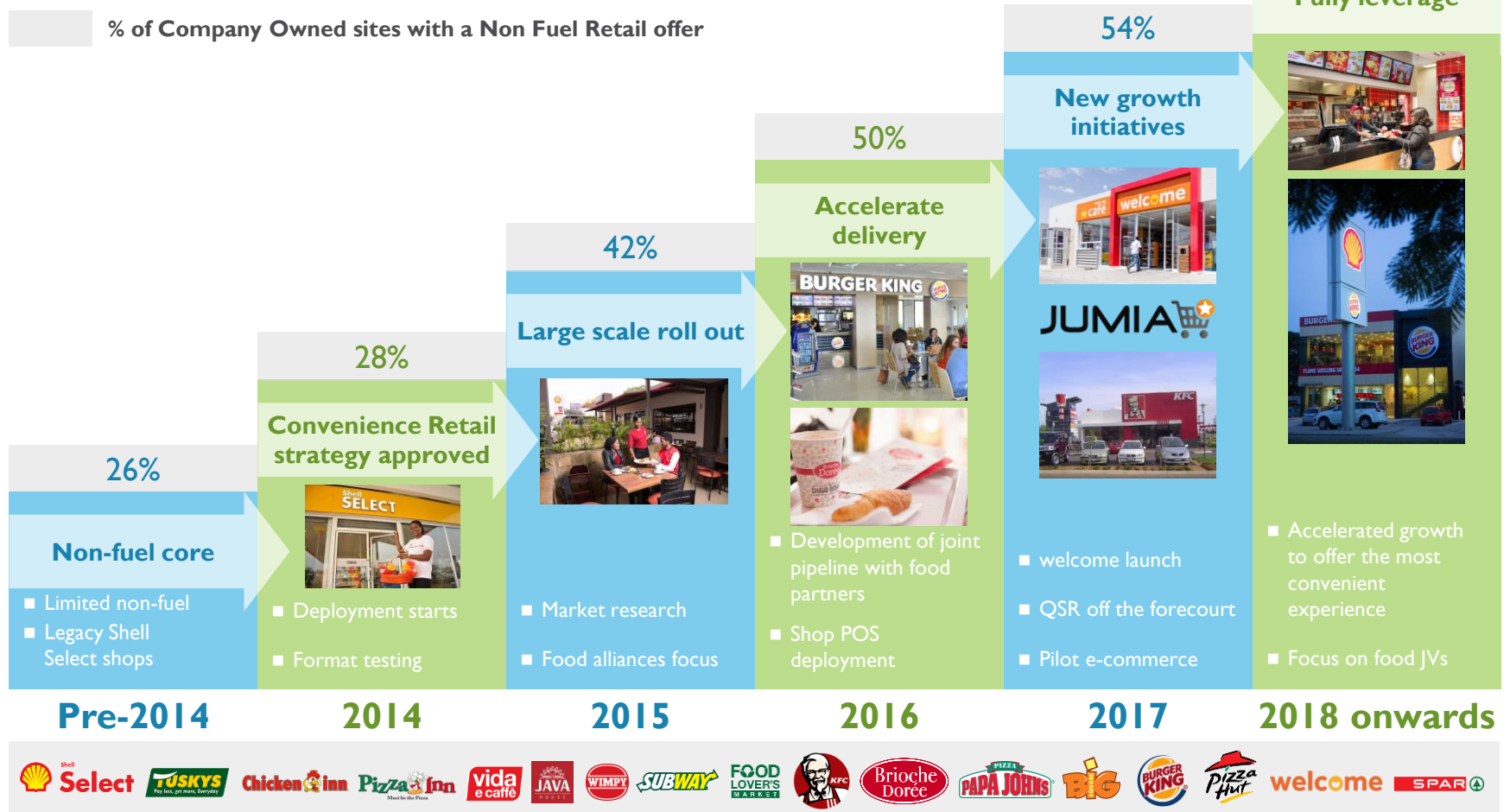
# The right operating model for each opportunity



# Taking advantage of the non-fuel opportunity

Unlocking a new earnings stream whilst creating consumer retail hubs which support the fuel business

% of Company Owned sites with a Non Fuel Retail offer

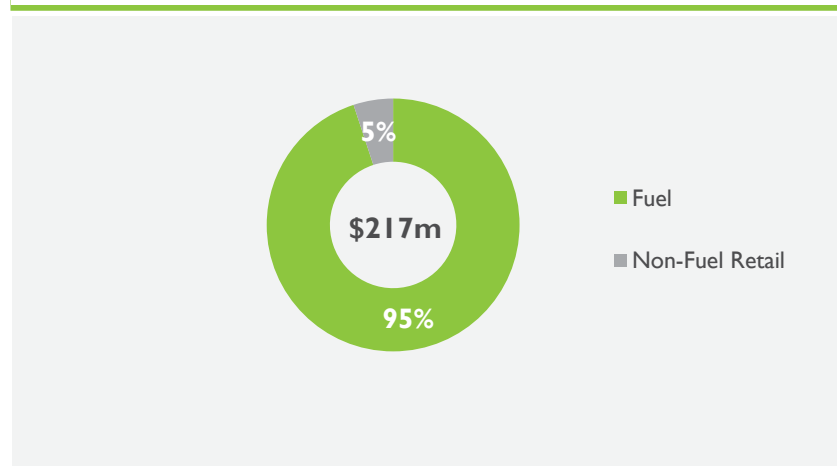


# HI Retail Segment Performance

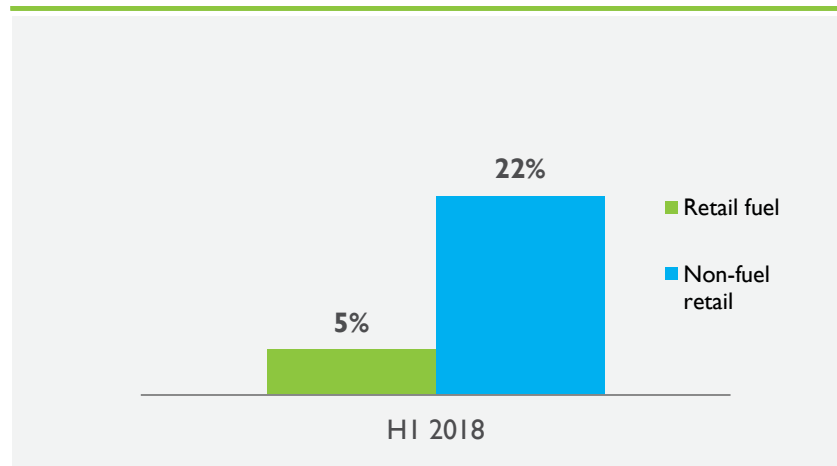
## FUEL RETAIL UNIT GROSS CASH PROFIT



## GROSS CASH PROFIT CONTRIBUTION



## YoY GROSS CASH PROFIT GROWTH



Source: Company information.  
 Note: Vivo Energy financial information based on unaudited financial statements. References to "Vivo Energy" or the "Group" or "we" or "our" mean the Company and Vivo Energy Holding B.V. ("VEH", the holding company of the Vivo Energy group until Admission), together with its consolidated subsidiaries and subsidiary undertakings.



# Our Core Commercial business supports key business sectors across the continent

## COMMERCIAL SEGMENTS

|                   |          |   |  |
|-------------------|----------|---|--|
| Core Commercial   | B2B      | <ul style="list-style-type: none"> <li>Supply of fuels to construction, transport, power and industrial companies</li> </ul>  |  |
|                   | Mining   | <ul style="list-style-type: none"> <li>Provision of fuels, management and technical services to the mining sector</li> </ul>  |  |
|                   | LPG      | <ul style="list-style-type: none"> <li>Provision of LPG cylinders and LPG bulk for consumer and business use in a growing market</li> </ul>                             |  |
| Aviation & Marine | Aviation | <ul style="list-style-type: none"> <li>Provision of fuel and airport re-fuelling services to airlines with a strategic brand partnership with Vitol Aviation</li> </ul> |  |
|                   | Marine   | <ul style="list-style-type: none"> <li>Bunkering for marine traders and other shipping companies</li> </ul>   |  |

## WELL DIVERSIFIED ACROSS COUNTRIES AND SEGMENTS

| COUNTRY      | B2B | MINING | LPG | MARINE | AVIATION |
|--------------|-----|--------|-----|--------|----------|
| Botswana     | ✓   | ✓      |     |        |          |
| Burkina Faso | ✓   | ✓      | ✓   |        |          |
| Cape Verde   | ✓   |        | ✓   | ✓      | ✓        |
| Ivory Coast  | ✓   | ✓      | ✓   |        | ✓        |
| Ghana        | ✓   | ✓      |     |        | ✓        |
| Guinea       | ✓   | ✓      |     |        |          |
| Kenya        | ✓   |        | ✓   |        | ✓        |
| Madagascar   | ✓   | ✓      |     |        |          |
| Mali         | ✓   | ✓      |     |        |          |
| Mauritius    | ✓   |        | ✓   | ✓      | ✓        |
| Morocco      | ✓   | ✓      | ✓   | ✓      | ✓        |
| Namibia      | ✓   | ✓      |     | ✓      |          |
| Senegal      | ✓   | ✓      |     | ✓      | ✓        |
| Tunisia      | ✓   |        | ✓   |        |          |
| Uganda       | ✓   |        | ✓   |        | ✓        |

# Strategy : Protect strong market positions while pursuing targeted, profitable growth elsewhere

## 1 PROTECT MARKET SHARE AND SELECTIVELY GROW

- Selectively target profitable growth in stable, high margin sectors
  - Aviation tenders, cross and up-selling, LPG B2C, value-led B2B and new mining projects
- Maintain commercial market share

## 2 DELIVER TAILORED CVPs AND MARKETING PLANS BY SECTOR

- Well-developed Customer Value Propositions (CVPs) underpinned by a range of products and services, competent organisation and strong assets

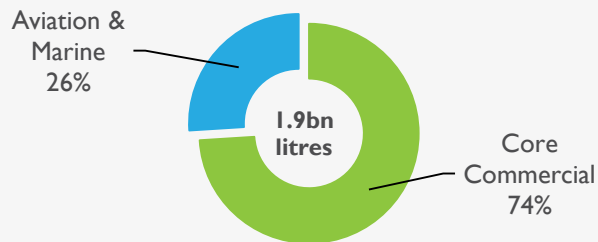
## 3 MANAGE RISK AND CREDIT

- Ability to provide attractive credit terms to a broad range of corporate customers
  - Over 5,000 individual customers with top 10 comprising 17% of 2017 revenues
- Strong credit risk management
  - Bad debt expense  $\leq$  1% of Gross Cash Profit 2016-17

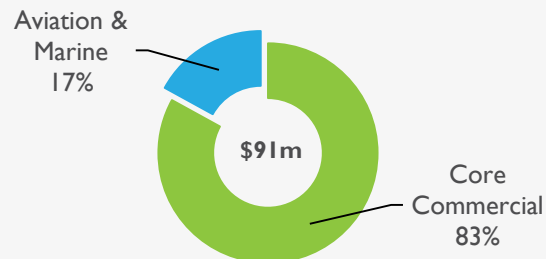
# HI Commercial Segment Performance

## VOLUME GROWTH DRIVEN BY AVIATION AND MARINE

### VOLUME CONTRIBUTION

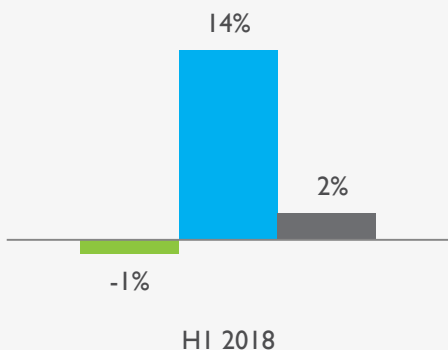


### GROSS CASH PROFIT CONTRIBUTION

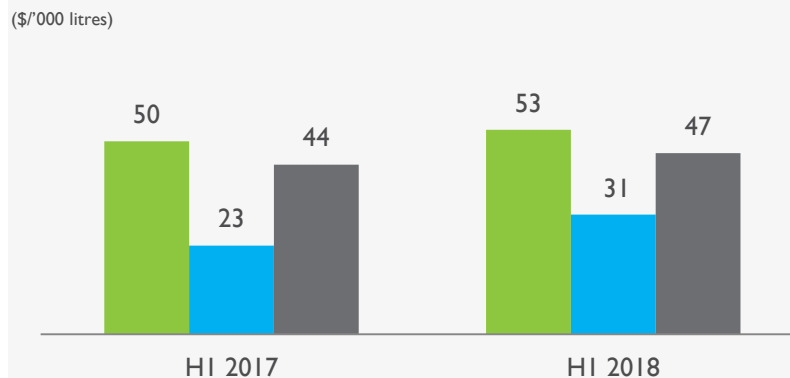


■ Core Commercial ■ Aviation & Marine ■ Total Commercial

### YoY VOLUME GROWTH



### UNIT MARGIN





# Lubricants



# Our unique partnership to market Shell lubricants

## SET UP FOR PARTNERSHIP ACROSS THE ENTIRE VALUE CHAIN

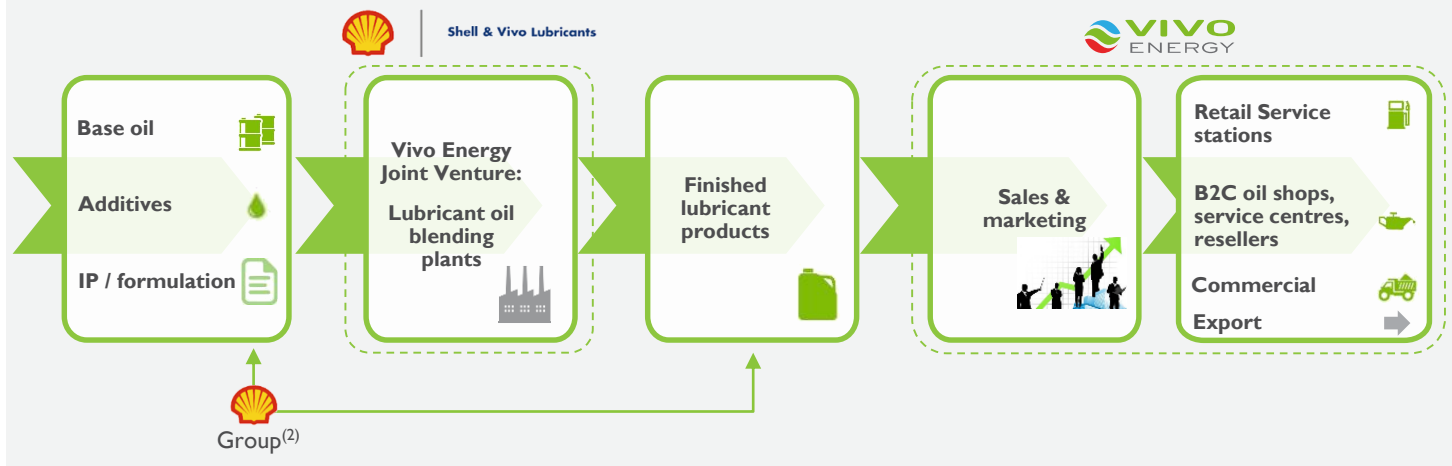
### SHELL & VIVO LUBRICANTS (SVL)

- The **exclusive licensee** for **Shell lubricants** brands and IP **across African markets**<sup>(1)</sup>
- **Owned 50 / 50 by Shell and Vivo Energy** after acquisition of a 50% stake from Helios / Vitol in 2017 for \$160m
- **Manufactures** finished lubricants **for its only customer Vivo Energy**

### VIVO ENERGY

- Appointed as **Macro-Distributor** for SVL
- **Manages sales and marketing** to customers
- **Pays royalties to Shell via SVL** on a quarterly basis through margin-sharing and cost-plus structure

### END-TO-END VALUE CHAIN ENSURES ACCESS AND VISIBILITY



# Strategy: Driving top line growth

1

## LEVERAGE THE BRAND

- #1 lubricants brand in our markets and globally
- Pricing leadership: Pricing optimisation program run in all countries
- Focus on execution: Enhance capabilities of Vivo Energy and partner staff to deliver

2

## OFFERING IS TAILORED TO CHANNELS

- Consumer reach through wide Retail & B2C coverage and marketing activation
- B2B: Value delivery through strategic account management

3

## INTEGRATED END-TO-END SUPPLY CHAIN

- Deliver value and growth through existing Lubricating Oil Blending Plants (LOBPs) network and integrated supply chain

4

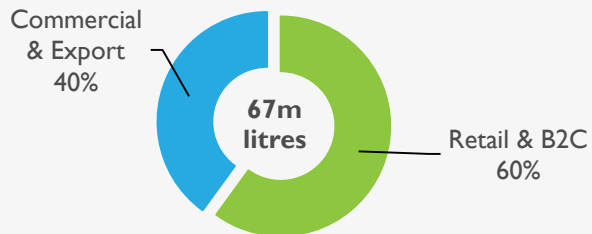
## EXPAND AFRICAN FOOTPRINT

- Bring the Shell brand to new markets

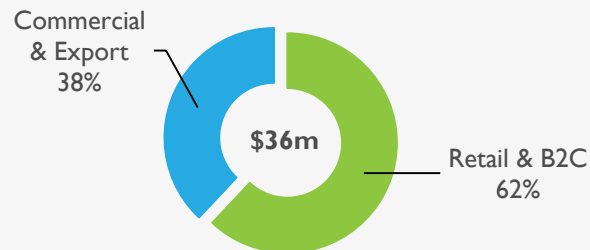
# HI Lubricants Segment Performance

## LUBRICANTS UNIT MARGINS AFFECTED BY BASE OIL PRICE INCREASES

### VOLUME CONTRIBUTION

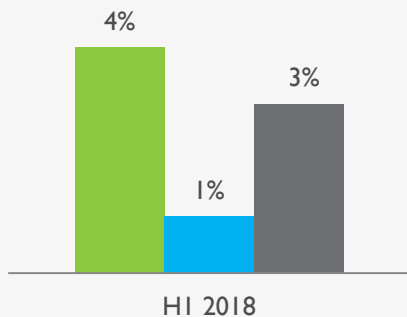


### GROSS CASH PROFIT CONTRIBUTION<sup>(1)</sup>

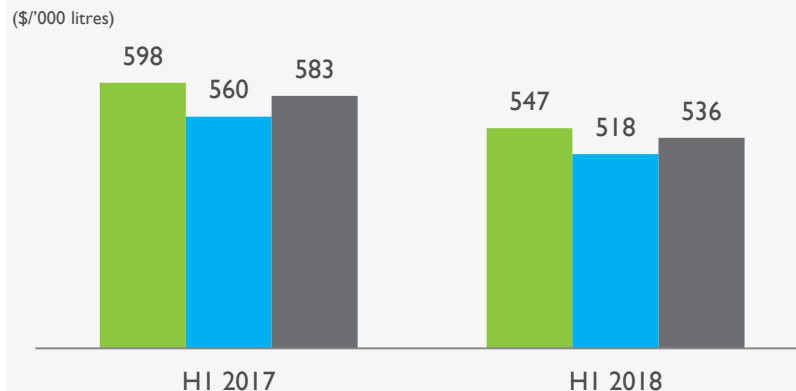


■ Retail & B2C    ■ Commercial & Export    ■ Total Lubricants

### YoY VOLUME GROWTH



### UNIT MARGIN<sup>(1)</sup>





# M&A - EVO



# M&A is a core part of our growth strategy

## M&A IS ONE OF OUR FOUR GROWTH LEVERS

- 1 Core part of our strategy to achieve significant incremental growth
- 2 We target **acquisitions which deliver the same attractive returns** as our capex whilst **maintaining financial discipline**
- 3 As a result of high barriers to entry, **acquisitions are the preferred route of entry to achieve scale** in many African markets
- 4 Proven **integration experience** combined with our **operating model unlock value for shareholders**

## WE ARE ALREADY DELIVERING GROWTH THROUGH M&A

|                 | EVO | SVL | KFC |
|-----------------|-----|-----|-----|
| FUEL RETAIL     | ✓   |     |     |
| NON-FUEL RETAIL | ✓   |     | ✓   |
| COMMERCIAL      | ✓   |     |     |
| LUBRICANTS      | ✓   | ✓   |     |

M&A delivering scale, re-integration and innovation

# EVO is a transformational transaction which adds over 300 sites in 9 new markets

**300+ sites**

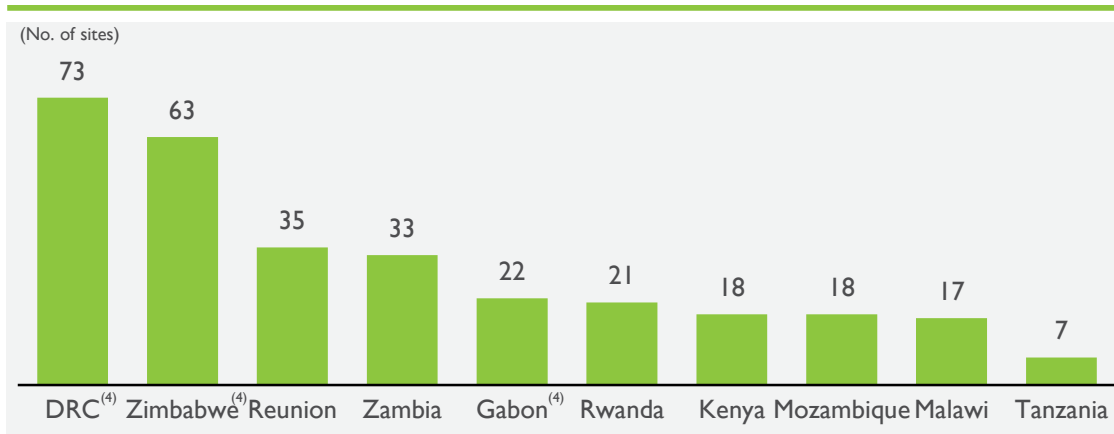
**1.2bn litres sold in 2017**

**9 new countries<sup>(1)</sup> + Kenya**

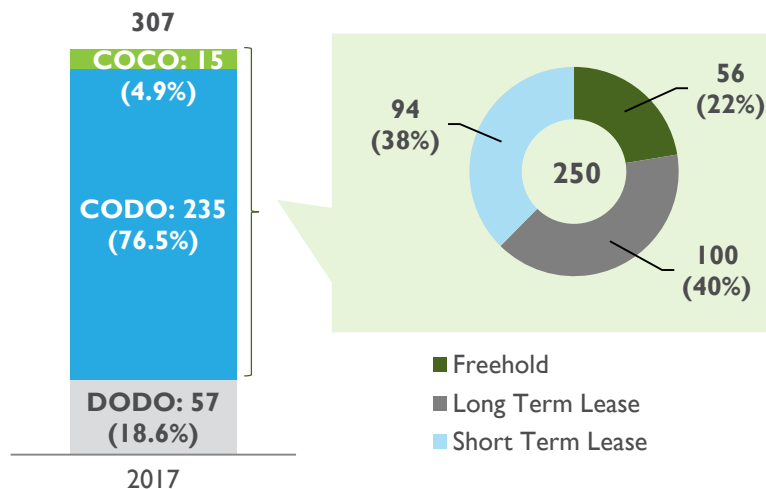
**Strong, well-established Engen brand**

**c.\$50m Adj. EBITDA<sup>(2)</sup>**

## ASSETS IN KEY, HIGH PRIORITY COUNTRIES<sup>(3)</sup>



## MAJORITY COMPANY-OWNED SITES, > 60% FREEHOLD / LONG-TERM LEASES<sup>(3)</sup>



DISCLAIMER: EVO information is unaudited and preliminary, as provided by Engen management.

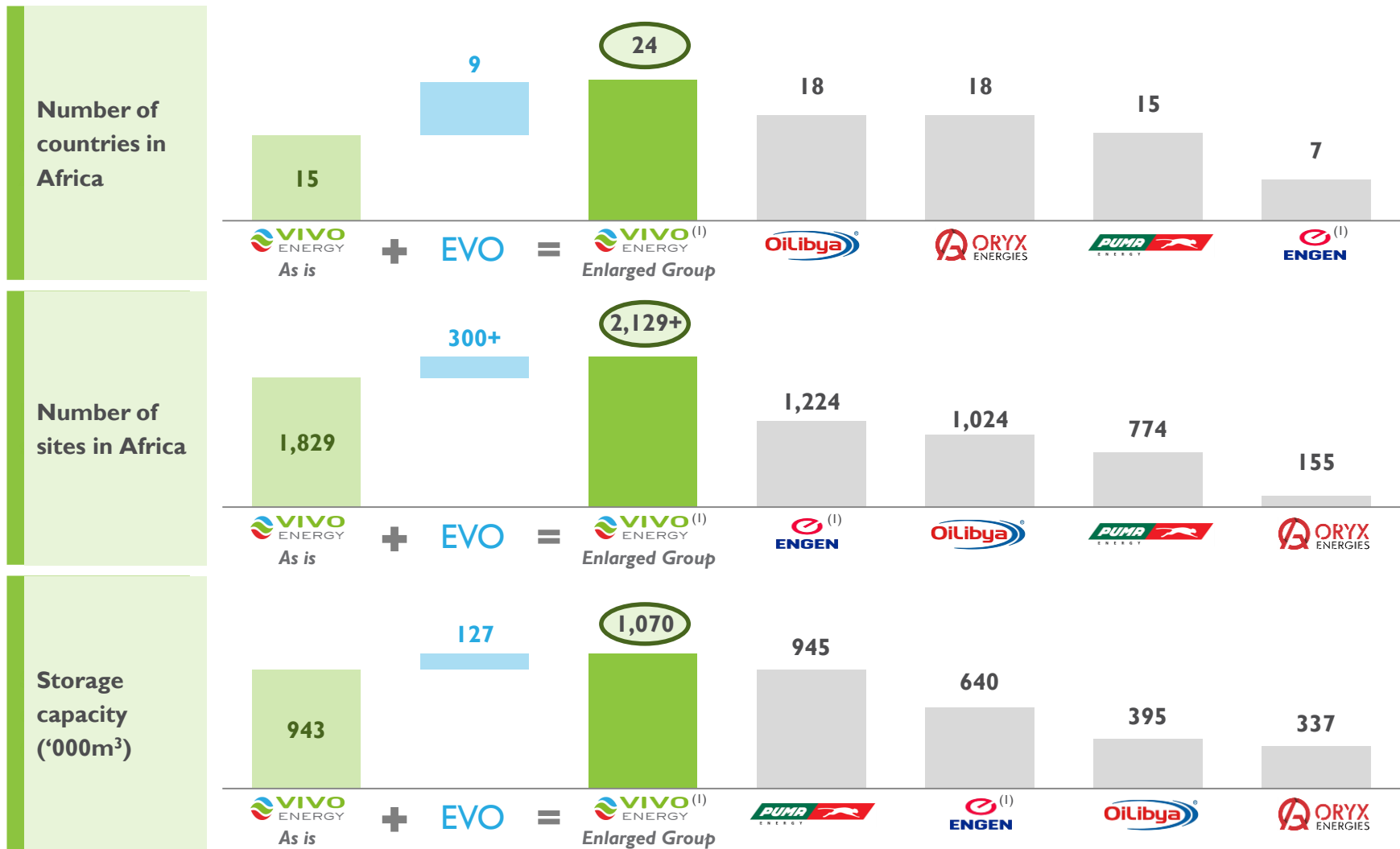
Source: Engen management.

Note: DRC stands for Democratic Republic of Congo.

(1) 9 new countries with retail presence. (2) Unaudited EVO 2016A management information figure. 100% of EBITDA including minority shares. 70-80% of EBITDA attributable to Vivo Energy. (3) As of 2017. Excludes 16 sites in the DRC that are currently dormant.

(4) Minority interests in DRC (40%), Zimbabwe (51%, though will be controlled by Vivo Energy) and Gabon (40%).

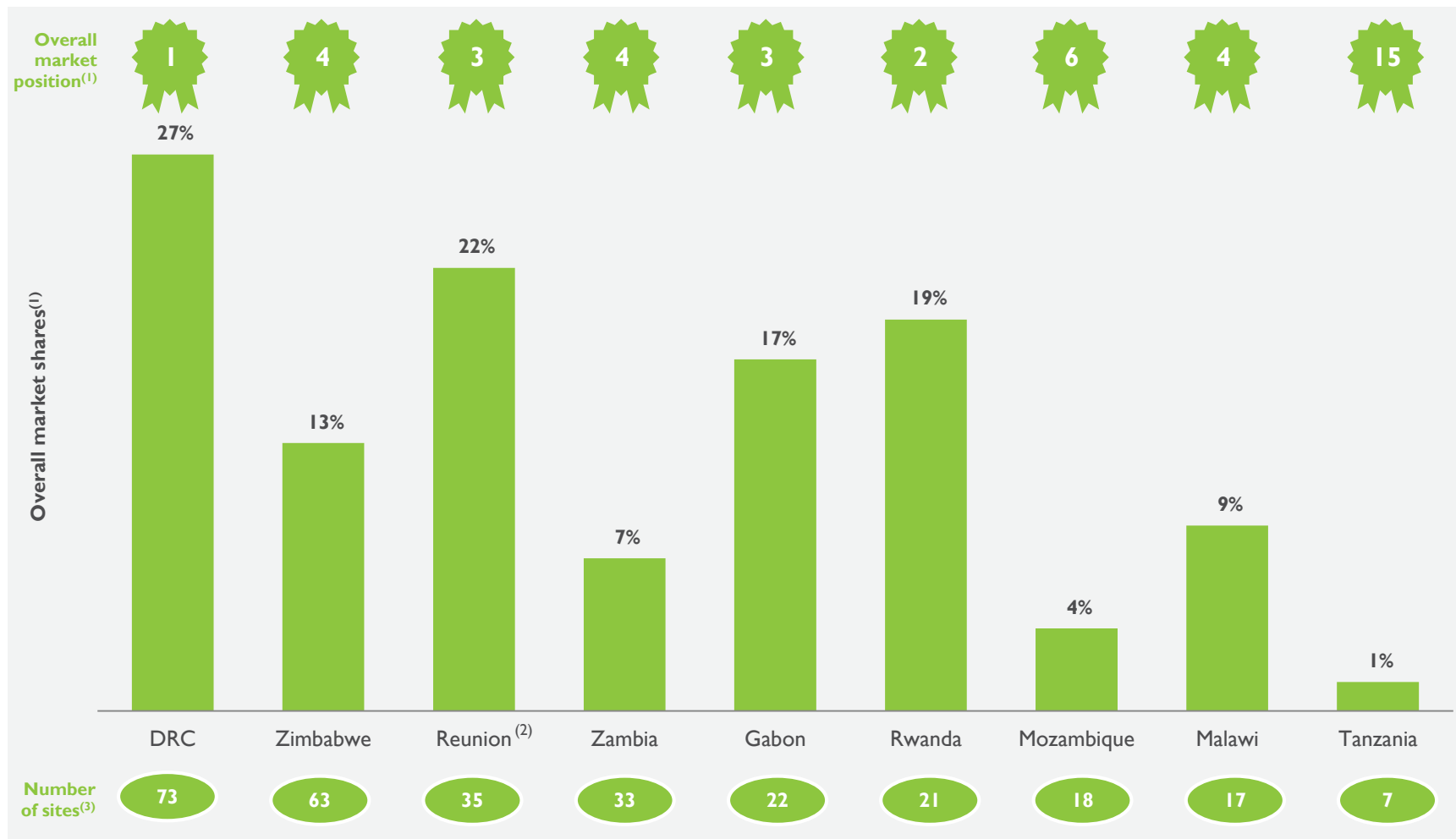
# Will create the largest pan-African independent by a wide margin



Source: Vivo Energy data from company information as of December 2017. EVO data from Engen management. Other companies as per latest publicly available company reports and CITAC.  
 Note: No. of countries in Africa represents those with a direct marketing presence. Storage capacity for Vivo Energy represents fuel storage capacity only and includes equity share of storage capacity in joint ventures, excluding bitumen and LPG. EVO acquisition completion subject to regulatory approval.

(1) Adjusted for the acquisition of 300+ sites from Engen by Vivo Energy. Figures shown exclude Burundi from which Engen is currently divesting (not yet completed).

# Significant potential to increase market share by replicating the success of the Vivo Energy model



Source: Engen management, CITAC.

(1) As of 2017.

(2) Retail network share and market position data are reported for Reunion, as overall figures are not available.

(3) As of February 2017. Excludes 16 sites in the DRC that are currently dormant.



# HI Financials



# Earnings Growth Delivered with Stable Balance Sheet

| Financial Measures (\$ in millions, unless stated otherwise) | HI 2017             | HI 2018 | Change |
|--|---------------------|---------|--------|
| Volumes (million litres)                                     | 4,462               | 4,628   | +4%    |
| Gross Profit   | 295                 | 312     | +6%    |
| Gross Cash Profit  | 323                 | 344     | +7%    |
| EBITDA   | 171                 | 176     | +3%    |
| Adjusted EBITDA  | 189                 | 204     | +8%    |
| Effective Tax Rate   | 38.4%               | 37.4%   | N.A.   |
| Adjusted Net Income  | 86                  | 95      | +11%   |
| Adjusted Diluted EPS (US \$)                                 | N.A. <sup>(1)</sup> | 0.07    | N.A.   |
| Dividend per Share (US \$)                                   | N.A.                | c. 0.01 | N.A.   |

| Balance Sheet (\$ in millions, unless stated otherwise) | FY 2017 | HI 2018 | Change |
|---|---------|---------|--------|
| Net Debt  | 366     | 395     | N.A.   |

## Technical Points

- ▶ ETR primarily reflects lower withholding taxes and higher non-taxable income compared to prior year
- ▶ Approved interim dividend of circa \$0.01 per share, amounting to approximately \$8m



Source: Company information. Rounding differences of one may appear

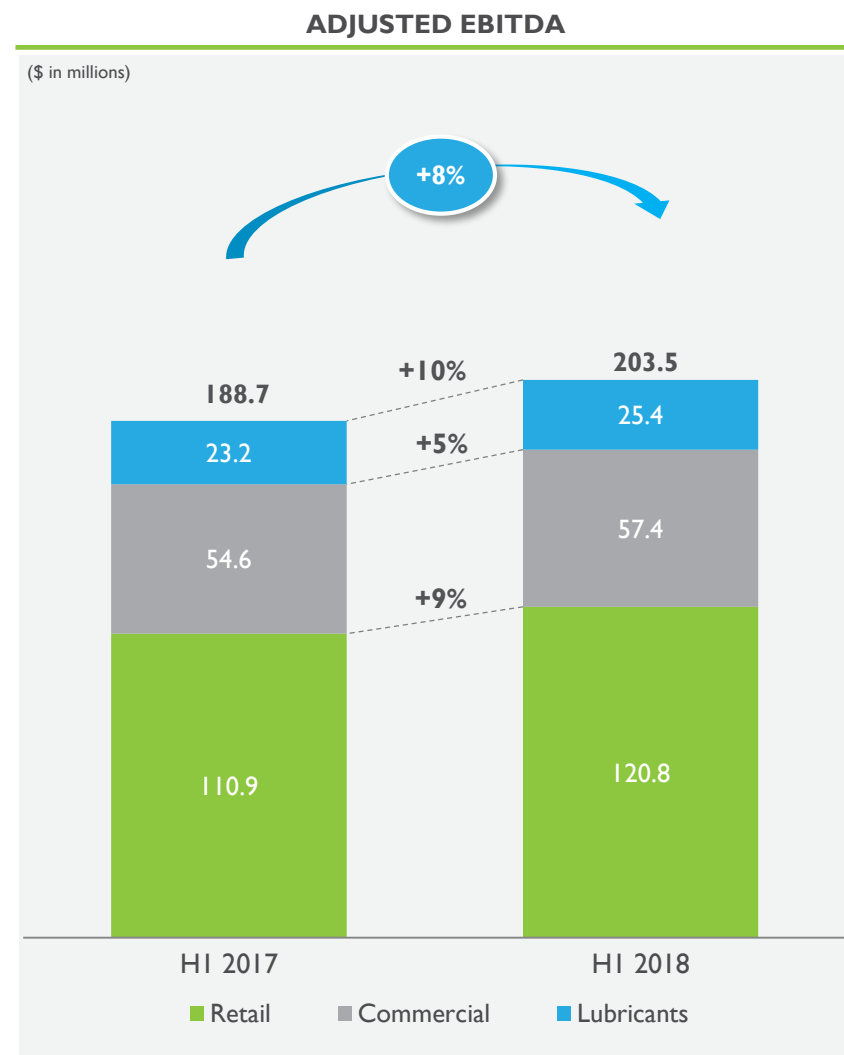
Note: Vivo Energy financial information based on unaudited financial statements. References to "Vivo Energy" or the "Group" or "we" or "our" mean the Company and Vivo Energy Holding B.V. ("VEH", the holding company of the Vivo Energy group until Admission), together with its consolidated subsidiaries and subsidiary undertakings.

(1) Adjusted diluted EPS based on 1,204 million shares outstanding as at 30 June 2018. Weighted average number of ordinary shares and diluted number of shares for the six-month period ended 30 June 2018 relate to Vivo Energy plc. Due to the IPO, shares are not comparable to the six-month period ended 30 June 2017, therefore EPS is not presented.

# Volume and Margin-led Adjusted EBITDA Growth

| VOLUMES           | HI 2017      | HI 2018      | Change     |
|-------------------|--------------|--------------|------------|
| (million litres)  |              |              |            |
| <b>Retail</b>     | 2,514        | 2,635        | +5%        |
| <b>Commercial</b> | 1,883        | 1,926        | +2%        |
| <b>Lubricants</b> | 65           | 67           | +3%        |
| <b>Total</b>      | <b>4,462</b> | <b>4,628</b> | <b>+4%</b> |

| GROSS CASH UNIT MARGIN           | HI 2017   | HI 2018   | Change     |
|----------------------------------|-----------|-----------|------------|
| (\$/1000 litres)                 |           |           |            |
| <b>Fuel Retail<sup>(1)</sup></b> | 77        | 78        | +2%        |
| <b>Commercial</b>                | 44        | 47        | +8%        |
| <b>Lubricants</b>                | 583       | 536       | -8%        |
| <b>Total</b>                     | <b>72</b> | <b>74</b> | <b>+3%</b> |



Source: Company information. Rounding differences of one may appear  
 Note: Vivo Energy financial information based on unaudited financial statements. References to "Vivo Energy" or the "Group" or "we" or "our" mean the Company and Vivo Energy Holding B.V. ("VEH", the holding company of the Vivo Energy group until Admission), together with its consolidated subsidiaries and subsidiary undertakings.

(1) Excludes Non-Fuel Retail Gross Cash Profit.

# Overview of Free Cash Flow

| (\$ in millions)  | HI 2017    | HI 2018    |
|---|------------|------------|
| <b>Net Income</b>   | <b>72</b>  | <b>71</b>  |
| Adjustment for non-cash items / other   | 84         | 83         |
| <b>Cash flow from operations before changes in net working capital and income taxes</b> | <b>156</b> | <b>154</b> |
| Net change in operating assets and liabilities and other adjustments                    | 14         | (36)       |
| <b>Cash flow from operating activities before income taxes</b>                          | <b>170</b> | <b>118</b> |
| Net additions to PP&E and intangible assets   | (38)       | (59)       |
| <b>Free cash flow before income taxes</b>   | <b>132</b> | <b>59</b>  |
| Current income taxes paid   | (72)       | (62)       |
| <b>Free cash flow after taxes</b>   | <b>60</b>  | <b>(3)</b> |

## KEY HIGHLIGHTS

- ▶ Free cash flow after taxes in H1 2018 negatively impacted by special items<sup>(1)</sup>
- ▶ Increase in other assets driven by timing of receipt of other government benefits receivable. \$40m cash received July 2018
- ▶ Significant investments in PP&E related to retail network extension for future growth and progress on IT projects, such as the SAP implementation

# Strong Balance Sheet and Low Leverage

## CAPITAL STRUCTURE OVERVIEW

| (\$ in millions)                                       | HI 2018      |
|--|--------------|
| Long-term debt   | 434          |
| Lease liabilities                                      | 122          |
| <b>Total debt excluding short term bank borrowings</b> | <b>556</b>   |
| Short-term bank borrowings                             | 155          |
| Less cash and cash equivalents                         | (316)        |
| <b>Net debt</b>  | <b>395</b>   |
| <b>Net debt / Adj. EBITDA<sup>(1)</sup></b>            | <b>1.01x</b> |

## LEVERAGE

(Net debt / Adjusted EBITDA<sup>(1)</sup>)



► \$300m<sup>(2)</sup> multi-currency RCF fully undrawn as at HI 2018



Source: Company information.

Note: Vivo Energy financial information based on unaudited financial statements.

(1) Includes lease liabilities. HI 2018 based on LTM Adj. EBITDA of \$391m.

(2) Consists of a primary \$300 million able to be drawn upon admission and an additional \$100 million contingent upon events after the listing.



# Outlook



# Guidance

| METRIC                        | IPO GUIDANCE   |
|-------------------------------|--|
| <b>Volumes</b>                |  |
| Total Volumes                 | 4-5% annual growth   |
| <b>Gross Cash Unit Margin</b> |  |
| Group unit margin             | Low \$70's / '000 litres   |
| <b>Tax</b>                    |  |
| Effective Tax Rate            | To decrease towards mid-30% over 5 year period                         |
| <b>Investment and Returns</b> |  |
| Capex                         | Total of \$100m to \$120m on average per annum over a five year period |
| <b>Leverage</b>               |  |
| Net Debt / EBITDA             | Below 1.5x in the normal course of business                            |

Source: Company information

Note: Vivo Energy financial information based on unaudited financial statements. References to "Vivo Energy" or the "Group" or "we" or "our" mean the Company and Vivo Energy Holding B.V. ("VEH", the holding company of the Vivo Energy group until Admission), together with its consolidated subsidiaries and subsidiary undertakings. Figures relate only to Vivo Energy, i.e. not including Engen International Holdings Limited.



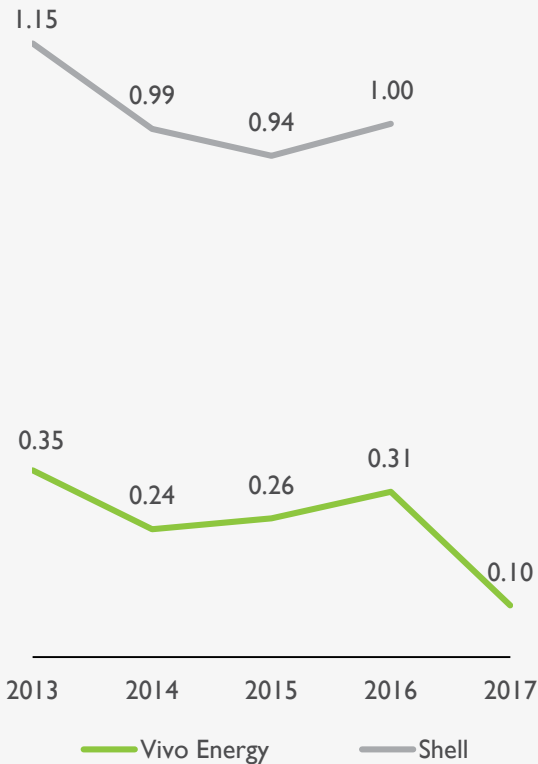
# Appendix

- *HSSE Performance*
- *Regulation Overview*
- *Historic Financial Performance*
- *Minority Interests*
- *Glossary*

# World class HSSE performance

## CLEAR FOCUS ON HSSE DEMONSTRATED BY KEY KPIS

**Total Recordable Case Frequency (TRCF)**  
(Frequency per million working hours)

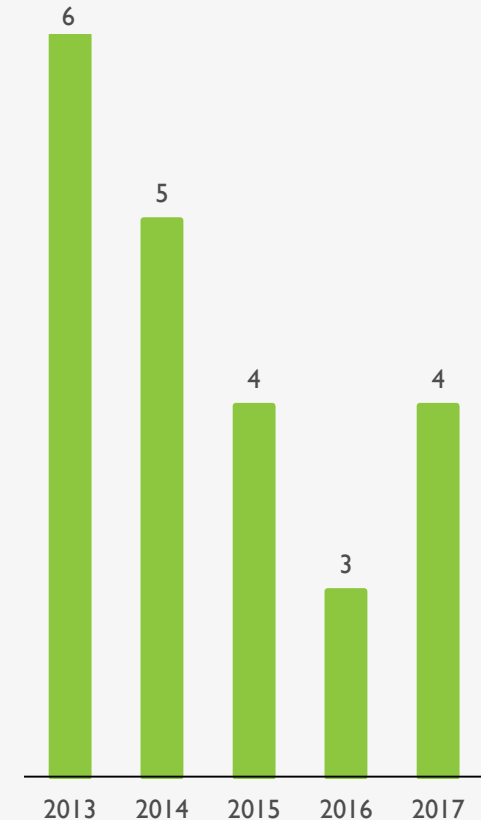


**Lost Time Injury Frequency (LTIF)**  
(Injuries per million working hours)



## REDUCTION IN SPILLS<sup>(1)</sup>

(Annual recorded spills)




Source: Company information.  
 Note: Shell refers to the Shell Group (i.e. including upstream). Shell 2017 performance not yet published.  
 (1) Spill threshold is 100kg.

# Clear division of responsibilities with consistent standards and control framework for our fuel business

|                                      |   | COCO        | CODO                                      | DODO   |
|--------------------------------------|---|-------------|---|--|
| Margin capture                       | Marketing margin  | Vivo Energy | Vivo Energy                               | By negotiation                                       |
|                                      | Retailer margin   |             | Dealer                                    | Dealer   |
| Responsibilities                     | QSR & CR offer  | Vivo Energy | Vivo Energy                               | Dealer with Vivo Energy input                        |
|                                      | Operating costs   |             | Dealer                                    | Dealer   |
|                                      | Maintenance – buildings   |             | Vivo Energy (except for DO without capex) | Dealer   |
|                                      | Maintenance – equipment   |             |   | Vivo Energy  |
|                                      | Capex   |             |   | Vivo Energy: Pumps & branding<br>Dealer: Other capex |
|                                      | Wet stock   |             | Dealer                                    | Dealer   |
| Operational excellence and standards | Vivo Energy manages and controls HSSE, marketing and branding, site and service standards |             |   |  |

# Fuel market regulation in our countries

## OVERVIEW OF REGULATION



|                     | Supply              | Regular fuel margin | Premium fuel margin | Subsidies                        |
|---------------------|---------------------|---------------------|---------------------|----------------------------------|
| <b>Morocco</b>      | Deregulated         | Deregulated         | Deregulated         | LPG only                         |
| <b>Uganda</b>       | Deregulated         | Deregulated         | Deregulated         | None                             |
| <b>Ghana</b>        | Partially regulated | Deregulated         | Deregulated         | None                             |
| <b>Namibia</b>      | Deregulated         | Regulated           | Regulated           | Rural areas only                 |
| <b>Kenya</b>        | Tender              | Regulated           | Deregulated         | None                             |
| <b>Botswana</b>     | Deregulated         | Regulated           | Regulated           | Kerosene only                    |
| <b>Madagascar</b>   | Deregulated         | Regulated           | Regulated           | None                             |
| <b>Mali</b>         | Deregulated         | Regulated           | Regulated           | LPG only                         |
| <b>Guinea</b>       | Tender              | Regulated           | Regulated           | All fuel products                |
| <b>Mauritius</b>    | Partially regulated | Regulated           | Regulated           | LPG only                         |
| <b>Senegal</b>      | Partially regulated | Regulated           | Regulated           | None                             |
| <b>Cape Verde</b>   | Tender              | Regulated           | Regulated           | None                             |
| <b>Burkina Faso</b> | State monopoly      | Regulated           | Regulated           | LPG only <sup>(1)</sup>          |
| <b>Ivory Coast</b>  | State monopoly      | Regulated           | Regulated           | LPG only                         |
| <b>Tunisia</b>      | State monopoly      | Regulated           | Regulated           | All fuel products <sup>(2)</sup> |

## KEY REGULATORY CHANGES IN OUR MARKETS

### Morocco

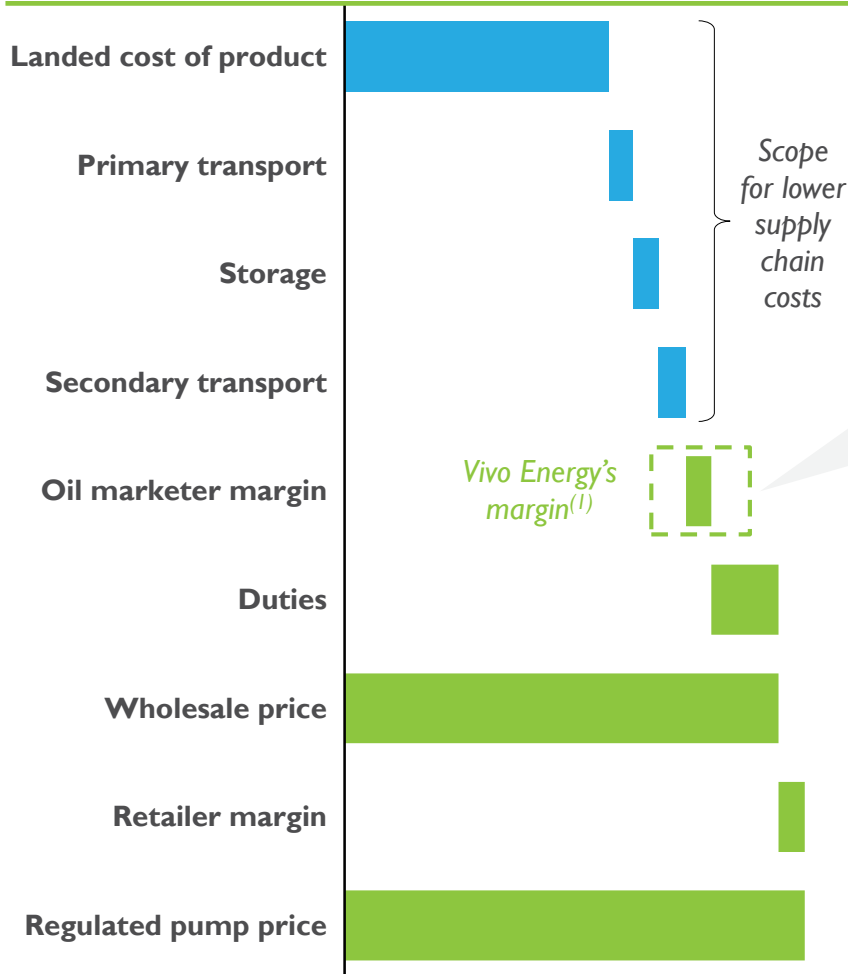
- **December 2015**
  - Fuel marketing deregulation (excluding LPG)
- **June 2016**
  - LPG supply deregulation

### Ghana

- **June 2015**
  - Pump price deregulation enables fuel marketers to set their own prices

# Regulated price build up provides an allowed margin with some upside from more efficient supply chain

## ILLUSTRATIVE RETAIL PUMP PRICE BUILD-UP



## REGULATED MARGIN WITH EFFICIENCY UPSIDE

- Regulators sets pump prices using **assumed supply chain costs**
- The regulated price contains an **allowed margin** for oil marketers
- Oil marketer margin generally **5 – 10% of pump price**
- Oil marketing companies can make margins above the regulated marketing margin by **achieving lower supply chain costs** than those in the pump price formula
- Savings are driven by the **reach, scale and efficiency** which can be achieved by large, vertically-integrated players
  - Vivo Energy has a **structural advantage** vs. small independents

■ Scope for lower supply chain costs vs. regulatory allowance



Source: Company information.  
 (1) Vivo Energy also captures the retailer margin under the COCO model.

# Retail: Historical financials / KPIs

## HISTORICAL FINANCIALS / KPIs

| (\$ in millions unless otherwise stated) | 2015  | 2016  | 2017  | CAGRs |
|--|-------|-------|-------|-------|
| <b>Number of sites</b>                   | 1,628 | 1,726 | 1,829 | 6%    |
| <b>Volume (million litres)</b>           | 4,434 | 4,849 | 5,196 | 8%    |
| <b>Gross Cash Profit</b>                 | 289   | 376   | 429   | 22%   |
| <i>Fuel</i>                              | 277   | 360   | 408   | 21%   |
| <i>CR</i>                                | 7     | 9     | 10    | 17%   |
| <i>QSR</i>                               | 2     | 3     | 4     | 67%   |
| <i>Other</i>                             | 3     | 4     | 7     | 58%   |
| <b>Fuel unit margin (\$/'000 litres)</b> | 62    | 74    | 78    | 12%   |
| <b>Adjusted EBITDA</b>                   | 142   | 188   | 227   | 26%   |
| <b>Capex</b>                             | 70    | 66    | 63    | (6%)  |
| <i>of which growth</i>                   | 53    | 52    | 47    | (6%)  |

# Commercial: Historical financials / KPIs

## HISTORICAL FINANCIALS / KPIs

| (\$ in millions unless otherwise stated) | 2015         | 2016         | 2017         | CAGR       |
|--|--------------|--------------|--------------|------------|
| <b>Volume (million litres)</b>           | <b>3,455</b> | <b>3,419</b> | <b>3,701</b> | <b>3%</b>  |
| <b>Unit margin (\$'000 litres)</b>       | <b>40</b>    | <b>42</b>    | <b>44</b>    | <b>5%</b>  |
| <b>Adj. EBITDA</b>                       | <b>76</b>    | <b>82</b>    | <b>107</b>   | <b>18%</b> |
| <b>Capex</b>                             | <b>15</b>    | <b>14</b>    | <b>19</b>    | <b>11%</b> |
| <i>of which growth</i>                   | <i>8</i>     | <i>9</i>     | <i>11</i>    | <i>18%</i> |

# Lubricants: Historical financials / KPIs

## HISTORICAL FINANCIALS / KPIs

| (\$ in millions unless otherwise stated) | 2015 <sup>(1)</sup> | 2016       | 2017       | CAGR       |
|--|---------------------|------------|------------|------------|
| <b>Volume (million litres)</b>           | <b>101</b>          | <b>121</b> | <b>129</b> | <b>13%</b> |
| <i>Retail</i>                            | <i>64</i>           | <i>75</i>  | <i>79</i>  | <i>11%</i> |
| <i>Commercial</i>                        | <i>37</i>           | <i>46</i>  | <i>50</i>  | <i>16%</i> |
| <b>Unit margin (\$'000 litres)</b>       | <b>464</b>          | <b>488</b> | <b>581</b> | <b>12%</b> |
| <b>Adj. EBITDA</b>                       | <b>22</b>           | <b>32</b>  | <b>42</b>  | <b>38%</b> |
| <b>Capex</b>                             | <b>0.7</b>          | <b>1.8</b> | <b>1.2</b> | <b>33%</b> |
| <i>of which growth</i>                   | <i>0.6</i>          | <i>1.7</i> | <i>0.8</i> | <i>18%</i> |

# Minority interests

## SUMMARY OF MINORITY INTERESTS

| Operating subsidiary | Minority interest (%) |
|----------------------|-----------------------|
| Burkina Faso         | 41.2%                 |
| Ivory Coast          | 33.3%                 |
| Madagascar           | 28.0%                 |
| Ghana                | 25.7%                 |
| Mali                 | 23.0%                 |
| Mauritius            | 22.9%                 |
| Senegal              | 6.4%                  |

## NON-CONTROLLING INTERESTS AND INTERCOMPANY DIVIDENDS

| (\$ in millions)                                       | 2015      | 2016      | 2017       |
|--|-----------|-----------|------------|
| Consolidated Profit After Tax (PAT)                    | 69        | 99        | 130        |
| Minority interests                                     | 12        | 10        | 10         |
| <b>Profit attributable to Vivo Energy shareholders</b> | <b>57</b> | <b>89</b> | <b>120</b> |
| <i>as a % of consolidated PAT</i>                      | 83%       | 90%       | 92%        |
| Book value of minority interests                       | 41        | 40        | 46         |

## COMMENTS

- ▶ During 2017, minority interest in Mauritius and Ivory Coast, the listed subsidiaries, accounted for c.49% of total minority interest

# Glossary of terms

|                          |  |              |                                    |
|--------------------------|--|--------------|------------------------------------|
| <b>Adj. EBITDA</b>       | EBITDA before special items, i.e. excluding the impact of restructuring charges and Management Equity Plan             | <b>LPG</b>   | Liquid Petroleum Gas               |
| <b>ATP</b>               | Average Throughput   | <b>MD</b>    | Managing Director                  |
| <b>B2B</b>               | Business-to-Business   | <b>MEP</b>   | Management Equity Plan             |
| <b>B2C</b>               | Business-to-Consumer   | <b>MGO</b>   | Marine Gas Oil                     |
| <b>CAGR</b>              | Compound Annual Growth Rate  | <b>NFR</b>   | Non-Fuel Retail                    |
| <b>COCO</b>              | Company Owned Company Operated   | <b>NWC</b>   | Net Working Capital                |
| <b>CODO</b>              | Company Owned Dealer Operated  | <b>ONFR</b>  | Other Non-Fuel Retail              |
| <b>COGS</b>              | Cost of Goods Sold   | <b>OTIF</b>  | On Time In Full                    |
| <b>CR</b>                | Convenience Retail   | <b>OU</b>    | Operating Unit                     |
| <b>DO</b>                | Dealer Owned   | <b>POS</b>   | Point of Sale                      |
| <b>DODO</b>              | Dealer Owned Dealer Operated   | <b>QSR</b>   | Quick Service Restaurant           |
| <b>DTL</b>               | Deferred Tax Liability   | <b>ROACE</b> | Return on Average Capital Employed |
| <b>Gross Cash Profit</b> | Gross profit after primary, depot and secondary transport costs to final customer before depreciation and amortisation | <b>ROMI</b>  | Return on Marketing Investment     |
| <b>HFO</b>               | Heavy Fuel Oil   | <b>RTM</b>   | Route To Market                    |
| <b>HSSE</b>              | Health, Safety, Security and Environment   | <b>SKU</b>   | Stock Keeping Unit                 |
| <b>KPI</b>               | Key Performance Indicator  | <b>SVL</b>   | Shell & Vivo Lubricants            |
| <b>LOBP</b>              | Lubricating Oils Blending Plant  | <b>TRCF</b>  | Total Recordable Case Frequency    |
|                          |  | <b>YoY</b>   | Year on Year growth                |