



The Pakistan Credit Rating Agency Limited

Rating Report

Pakistan Mobile Communications Limited

Report Contents

1. Rating Analysis
2. Financial Information
3. Rating Scale
4. Regulatory and Supplementary Disclosure

Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
20-May-2022	AA	A1	Stable	Maintain	-
26-May-2021	AA	A1	Stable	Upgrade	-
29-Jun-2020	AA-	A1	Positive	Maintain	-
08-Nov-2019	AA-	A1	Positive	Maintain	-
10-May-2019	AA-	A1	Positive	Maintain	-
08-Nov-2018	AA-	A1	Positive	Maintain	-
27-Apr-2018	AA-	A1	Positive	Maintain	-
14-Nov-2017	AA-	A1	Positive	Maintain	-
22-Mar-2017	AA-	A1	Positive	Maintain	-

Rating Rationale and Key Rating Drivers

The ratings incorporate the vigorous business profile of the company, represented by its leading market share of ~39% with ~75 million cellular subscribers as at March 22. Cellular market is dominated by three large players and they collectively possess 87% of market share, whereas 65% of market is preliminary in the hands of two players Jazz & Telenor. Teledensity has now reached up to 88% and significant barriers for new entrants are now in place; the market may experience consolidation in future. After Covid-19 pandemic, the country's Telecom sector has picked up which has further propelled the demand for telecom services. Currently there are 113 million 3G/4G subscribers and Jazz holds the position of market leader and was able to achieve remarkable growth in 4G subscribers. Overall market dimension remained positive in CY21 with respect to penetration level in 3G/4G subscribers which is now reached up to ~52%. Rating takes comfort from formidable sponsors support and strong business volumes/margins. Additionally, the company is pursuing digitalization as a long-term strategy and vision. Company has built many digital applications and there is a continuous process of digitalization which is underway. The Company's financial risk profile exhibits a stable outlook demonstrated by eased working capital strategies, comfortable coverages and moderate leveraging). Notable CAPEX is incurred by the company on a periodic and need basis, owing to the nature of the business needs Debt profile majorly comprises long term borrowings. Jazz paid USD 243mln being 50% of the fee (Total fee USD 486mln) for 15 years renewal of 2G license . The parent company reportedly has ample cashflows and therefore there are no significant risk leading to its continued operations or any tickle down effect on PMCL.

The ratings are dependent upon the sustenance of leading market position, robust revenue growth and profitability, and vigorous financial matrix. As capital structure becomes leveraged, maintenance of sound financial discipline is imperative to hold.

Disclosure

Name of Rated Entity	Pakistan Mobile Communications Limited
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	Methodology Corporate Rating(Jun-21),Criteria Correlation Between Long-term & Short-term Rating Scales(Jun-21),Criteria Rating Modifiers(Jun-21)
Related Research	Sector Study Communication(May-22)
Rating Analysts	Kanwal Ejaz kanwal.ejaz@pacra.com +92-42-35869504

Profile

Legal Structure Incorporated in 1990, Pakistan Mobile Communications Limited ("the company") is a public unlisted company. The head office of the company is in Islamabad.

Background PMCL was incorporated in Pakistan in December 1990 as private limited company, and commenced operations in August 1994. In February 2005, the company changed its status from a private limited company to a Public Limited company. PMCL was initially also rated by international rating agencies due to its foreign debt exposure.

Operations Pakistan Mobile Communications Limited (PMCL) is the largest cellular telecommunication service provider of the country engaged in installation, operation and maintenance of a countrywide GSM cellular network under the brand name of Jazz.

Ownership

Ownership Structure VEON owns 100% shareholding of the company, 85% through wholly owned subsidiary International Wireless Communications Pakistan Ltd and 15% stake through another wholly owned subsidiary VEON Pakistan Holdings B.V.

Stability Ownership structure is expected to remain stable with clear representation on the governance side.

Business Acumen VEON offers a wide range of wireless, fixed and broadband services to approximately 214mln customers in 9 countries. The group (formerly Vimplecom) has rebranded to VEON through revitalizing its business operations from telecom to wider technology platforms in order to penetrate in diversified streams.

Financial Strength During CY21, VEON Ltd revenue clocked in at USD 7,788mln (CY20: USD ~7,291mln, CY19: USD ~8,089mln) and EBITDA stood at USD 3,332,mln (CY20: USD 3,151mln)

Governance

Board Structure PMCL's Board of Directors comprises seven members including Chief Executive Officer.

Members' Profile The board comprises highly qualified and experienced professionals holding senior positions in the group companies.

Board Effectiveness PMCL's Board of Directors comprises seven members including Chief Executive Officer. All are seasoned professional with vast experiences

Financial Transparency PMCL's Auditors KPMG Taseer Hadi & Co. expressed an unqualified opinion on the company's financial statements for the year ended December 31, 2021. The internal audit function of the company is in-house and reports directly to the board.

Management

Organizational Structure PMCL has a well-defined organizational structure and different operational activities are properly segregated and managed through different departments. The department heads report to the CEO & respective heads at Veon.

Management Team Mr. Aamir Ibrahim has over two decades experience in blue chip companies across various countries and industries, but majorly of telecom sector.

Effectiveness The top management possess quality education from distinguished educational institutions both local and international. As well as both local and foreign experience. In PMCL's reporting structure, chief holds the senior most position followed by the VP ,Director/Senior Manager and then the manager and Associates.

MIS The company is using Oracle based ERP system (different modules) which is fully integrated amongst all back-end departments of the company.

Control Environment Report generation has been optimized to bring efficiency. The management of PMCL reports at the Group level on a monthly basis via presentation on performance and key KPIs.

Business Risk

Industry Dynamics The country's total number of cellular subscribers reached to 193 million users by March-22 (penetration of ~88% of the total market) while 3G/4G subscribers reached to 113 million users (penetration of 51%). The rate of growth in 3G/4G subscribers has been impressive in the last few years.

Relative Position The company relishes on a share of ~39% in market cellular subscribers followed by Telenor which has a 26% market share, Zong with 23% market share, while Ufone has 12% of market share respectively. Jazz also leads the market in term of 3G/4G subscribers Jazz 4G subscribers stood at 43mln by the end of March 2022.

Revenues During CY21, PMCL's revenue clocked at PKR 228,927mln (CY20: 199,280mln). In terms of ARPUs, average ARPU recorded at PKR ~245 per user in CY21 (CY20 PKR ~240)

Margins Net profit margin of the company has reduced to ~11.5% during CY21 (CY20: ~18%, CY19: ~17%). This is due to few one-off/catchup cost recorded in 2021 related to recognition of Warid 2G License and input tax reversals in 2020. Apart from this Media & Marketing expenses were also higher which caused the skewed margins in CY21

Sustainability Going forward, the company, would continue its efforts to further strengthen its market position as the leading cellular provider. Focus would remain towards data monetization to improve profitability margins. Furthermore, PMCL intends to establish a strong digital platform and echo system through out the country

Financial Risk

Working Capital The business of the Company is cash-centric, as is witnessed from EBITDA to Sales ratio of 45.7% in CY21 (CY20: 49.8%). Healthier EBITDA had enabled the Company in meeting the remaining 2G license renewal fees (paid payment of USD 243mln) with ease in CY21.

Coverages Company has incurred PKR~42bln of capex which stands at 27% of revenue. The Company's Debt and Interest coverage remained strong on backdrop of strong FCFO.

Capitalization The company's debt burden is skewed towards long term borrowings. Company's Total Borrowings/Borrowings plus Equity is ~ 37% as on CY21 (Dec20: ~32%, Dec' 19:~34.3%).



The Pakistan Credit Rating Agency Limited

Financial Summary

PKR mln

PAKISTAN MOBILE COMMUNICATIONS LIMITED COMMUNICATIONS	Dec-21	Dec-20	Dec-19	Dec-18
	12M	12M	12M	12M
A. CAPITAL STRUCTURE				
1 Share Capital	48,019	48,019	48,019	48,019
2 Shareholder's Equity	148,778	145,488	136,426	125,779
a. Total Borrowings/(Total Borrowings + Equity)	37.1%	31.8%	34.3%	33.5%
B. BUSINESS ANALYSIS				
1 Sale	228,927	199,280	197,481	181,722
a. Sale Growth	14.9%	0.9%	8.7%	13.1%
b. Revenue to Equity	4.8	4.2	4.1	3.8
2 Profit or (loss) before interest and tax	60,680	64,357	64,212	49,731
3 Net Income or (Loss)	26,298	35,931	33,984	16,774
a. Net profit Margin	11.5%	18%	17.2%	9.2%
b. Return on Equity	18%	25%	25%	13%
c. Current ratio	0.10	0.17	0.1	0.2
C. CASH FLOW POSITION				
1 Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	104,567	99,188	100,074	86,811
a. Cash Conversion Efficiency(EBITDA/Sales)	45.7%	49.8%	50.7%	47.8%
2 Free Cash Flow from Operations (FCFO)	62,691	57,312	67,296	62,887
a. Cash Conversion Efficiency (FCFO/Sales)	27.4%	28.8%	34.1%	34.6%

Credit Rating

Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Scale	Long-term Rating Definition
AAA	Highest credit quality. Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
AA+	
AA	Very high credit quality. Very low expectation of credit risk. Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.
AA-	
A+	
A	High credit quality. Low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be vulnerable to changes in circumstances or in economic conditions.
A-	
BBB+	
BBB	Good credit quality. Currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity.
BBB-	
BB+	Moderate risk. Possibility of credit risk developing. There is a possibility of credit risk developing, particularly as a result of adverse economic or business changes over time; however, business or financial alternatives may be available to allow financial commitments to be met.
BB	
BB-	
B+	
B	High credit risk. A limited margin of safety remains against credit risk. Financial commitments are currently being met; however, capacity for continued payment is contingent upon a sustained, favorable business and economic environment.
B-	
CCC	Very high credit risk. Substantial credit risk “CCC” Default is a real possibility. Capacity for meeting financial commitments is solely reliant upon sustained, favorable business or economic developments. “CC” Rating indicates that default of some kind appears probable. “C” Ratings signal imminent default.
CC	
C	
D	Obligations are currently in default.

Scale	Short-term Rating Definition
A1+	The highest capacity for timely repayment.
A1	A strong capacity for timely repayment.
A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.
A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.
A4	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions. Liquidity may not be sufficient.



**The correlation shown is indicative and, in certain cases, may not hold.*

Outlook (Stable, Positive, Negative, Developing) Indicates the potential and direction of a rating over the intermediate term in response to trends in economic and/or fundamental business/financial conditions. It is not necessarily a precursor to a rating change. ‘Stable’ outlook means a rating is not likely to change. ‘Positive’ means it may be raised. ‘Negative’ means it may be lowered. Where the trends have conflicting elements, the outlook may be described as ‘Developing’.

Rating Watch Alerts to the possibility of a rating change subsequent to, or, in anticipation of some material identifiable event with indeterminable rating implications. But it does not mean that a rating change is inevitable. A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled. Rating watch may accompany rating outlook of the respective opinion.

Suspension It is not possible to update an opinion due to lack of requisite information. Opinion should be resumed in foreseeable future. However, if this does not happen within six (6) months, the rating should be considered withdrawn.

Withdrawn A rating is withdrawn on a) termination of rating mandate, b) the debt instrument is redeemed, c) the rating remains suspended for six months, d) the entity/issuer defaults., or/and e) PACRA finds it impractical to surveil the opinion due to lack of requisite information.

Harmonization A change in rating due to revision in applicable methodology or underlying scale.

Surveillance. Surveillance on a publicly disseminated rating opinion is carried out on an ongoing basis till it is formally suspended or withdrawn. A comprehensive surveillance of rating opinion is carried out at least once every six months. However, a rating opinion may be reviewed in the intervening period if it is necessitated by any material happening.

Note. This scale is applicable to the following methodology(s):

<p>Entities</p> <ul style="list-style-type: none"> a) Broker Entity Rating b) Corporate Rating c) Financial Institution Rating d) Holding Company Rating e) Independent Power Producer Rating f) Microfinance Institution Rating g) Non-Banking Finance Companies (NBFCs) Rating 	<p>Instruments</p> <ul style="list-style-type: none"> a) Basel III Compliant Debt Instrument Rating b) Debt Instrument Rating c) Sukuk Rating
--	---

Disclaimer: PACRA has used due care in preparation of this document. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. PACRA shall owe no liability whatsoever to any loss or damage caused by or resulting from any error in such information. Contents of PACRA documents may be used, with due care and in the right context, with credit to PACRA. Our reports and ratings constitute opinions, not recommendations to buy or to sell.

Rating Team Statements

(1) Rating is just an opinion about the creditworthiness of the entity and does not constitute recommendation to buy, hold or sell any security of the entity rated or to buy, hold or sell the security rated, as the case may be | Chapter III; 14-3-(x)

2) Conflict of Interest

- i. The Rating Team or any of their family members have no interest in this rating | Chapter III; 12-2-(j)
- ii. PACRA, the analysts involved in the rating process and members of its rating committee, and their family members, do not have any conflict of interest relating to the rating done by them | Chapter III; 12-2-(e) & (k)
- iii. The analyst is not a substantial shareholder of the customer being rated by PACRA [Annexure F; d-(ii)] Explanation: for the purpose of above clause, the term "family members" shall include only those family members who are dependent on the analyst and members of the rating committee

Restrictions

- (3) No director, officer or employee of PACRA communicates the information, acquired by him for use for rating purposes, to any other person except where required under law to do so. | Chapter III; 10-(5)
- (4) PACRA does not disclose or discuss with outside parties or make improper use of the non-public information which has come to its knowledge during business relationship with the customer | Chapter III; 10-7-(d)
- (5) PACRA does not make proposals or recommendations regarding the activities of rated entities that could impact a credit rating of entity subject to rating | Chapter III; 10-7-(k)

Conduct of Business

- (6) PACRA fulfills its obligations in a fair, efficient, transparent and ethical manner and renders high standards of services in performing its functions and obligations; | Chapter III; 11-A-(a)
- (7) PACRA uses due care in preparation of this Rating Report. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. PACRA does not, in every instance, independently verifies or validates information received in the rating process or in preparing this Rating Report.
- (8) PACRA prohibits its employees and analysts from soliciting money, gifts or favors from anyone with whom PACRA conducts business | Chapter III; 11-A-(q)
- (9) PACRA ensures before commencement of the rating process that an analyst or employee has not had a recent employment or other significant business or personal relationship with the rated entity that may cause or may be perceived as causing a conflict of interest; | Chapter III; 11-A-(r)
- (10) PACRA maintains principal of integrity in seeking rating business | Chapter III; 11-A-(u)
- (11) PACRA promptly investigates, in the event of a misconduct or a breach of the policies, procedures and controls, and takes appropriate steps to rectify any weaknesses to prevent any recurrence along with suitable punitive action against the responsible employee(s) | Chapter III; 11-B-(m)

Independence & Conflict of interest

- (12) PACRA receives compensation from the entity being rated or any third party for the rating services it offers. The receipt of this compensation has no influence on PACRA's opinions or other analytical processes. In all instances, PACRA is committed to preserving the objectivity, integrity and independence of its ratings. Our relationship is governed by two distinct mandates i) rating mandate - signed with the entity being rated or issuer of the debt instrument, and fee mandate - signed with the payer, which can be different from the entity
- (13) PACRA does not provide consultancy/advisory services or other services to any of its customers or to any of its customers' associated companies and associated undertakings that is being rated or has been rated by it during the preceding three years unless it has adequate mechanism in place ensuring that provision of such services does not lead to a conflict of interest situation with its rating activities; | Chapter III; 12-2-(d)
- (14) PACRA discloses that no shareholder directly or indirectly holding 10% or more of the share capital of PACRA also holds directly or indirectly 10% or more of the share capital of the entity which is subject to rating or the entity which issued the instrument subject to rating by PACRA; | Reference Chapter III; 12-2-(f)
- (15) PACRA ensures that the rating assigned to an entity or instrument is not be affected by the existence of a business relationship between PACRA and the entity or any other party, or the non-existence of such a relationship | Chapter III; 12-2-(i)
- (16) PACRA ensures that the analysts or any of their family members shall not buy or sell or engage in any transaction in any security which falls in the analyst's area of primary analytical responsibility. This clause shall, however, not be applicable on investment in securities through collective investment schemes. | Chapter III; 12-2-(l)
- (17) PACRA has established policies and procedure governing investments and trading in securities by its employees and for monitoring the same to prevent insider trading, market manipulation or any other market abuse | Chapter III; 11-B-(g)

Monitoring and review

- (18) PACRA monitors all the outstanding ratings continuously and any potential change therein due to any event associated with the issuer, the security arrangement, the industry etc., is disseminated to the market, immediately and in effective manner, after appropriate consultation with the entity/issuer; | Chapter III | 18-(a)
- (19) PACRA reviews all the outstanding ratings on semi-annual basis or as and when required by any creditor or upon the occurrence of such an event which requires to do so; | Chapter III | 18-(b)
- (20) PACRA initiates immediate review of the outstanding rating upon becoming aware of any information that may reasonably be expected to result in downgrading of the rating; | Chapter III | 18-(c)
- (21) PACRA engages with the issuer and the debt securities trustee, to remain updated on all information pertaining to the rating of the entity/instrument; | Chapter III | 18-(d)

Probability of Default

(22) PACRA's Rating Scale reflects the expectation of credit risk. The highest rating has the lowest relative likelihood of default (i.e, probability). PACRA's transition studies capture the historical performance behavior of a specific rating notch. Transition behavior of the assigned rating can be obtained from PACRA's Transition Study available at our website. (www.pacra.com). However, actual transition of rating may not follow the pattern observed in the past | Chapter III | 14-(F-VII)

Proprietary Information

(23) All information contained herein is considered proprietary by PACRA. Hence, none of the information in this document can be copied or, otherwise reproduced, stored or disseminated in whole or in part in any form or by any means whatsoever by any person without PACRA's prior written consent