The Pakistan Credit Rating Agency Limited

Rating Report

Pakistan Mobile Communications Limited

Report Contents

Rating History

Dissemination Date	Long Term Rating	Short Term Rating	Outlook	Action	Rating Watch
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	-
22-Mar-2016	AA-	A1	Rating Watch	Maintain	-
30-Apr-2015	AA-	A1	Stable	Maintain	-
19-May-2014	AA-	A1	Stable	Maintain	-

Rating Rationale and Key Rating Drivers

The ratings incorporate a robust business profile of the company, represented by its leading market share of ~37% with ~59 million cellular subscribers as at End-Sep’19. This strong share has been achieved with both organic and inorganic growth. The company enjoys synergies related to operational and technical networks, reflected into better earnings for the merged entity. Optimizing on its single brand "Jazz", the company commands solid volumes and strong margins. Additionally, in collaboration with Mobilink Microfinance Bank, an associated entity, the company is establishing a strong digital banking platform. Overall market dimensions remain positive with respect to mobile data services, as penetration level in 3G/4G subscribers stands at ~34% as at End-Sep’19, depicting sufficient room for growth. The re-imposition of tax on mobile services (May'19 onwards) will normalize the revenue level going forward. The company's financial risk profile exhibits a strong outlook demonstrated by prudent working capital strategies, comfortable coverages and moderate leveraging (June'19). Debt profile majorly comprises long term borrowings, including foreign currency exposure. Following 1HCY19, payments for renewal of 2G license (USD~225mln) necessitated additional external capital dependence, which has leveraged the company's capital structure, more than the current standing.

The ratings are dependent upon the sustenance of robust revenue growth and profitability. Positive outlook captures the leading market position of the company and its strong performance indicators. As capital structure becomes leveraged, maintenance of sound financial discipline is imperative to uphold the positive outlook.

Disclosure

Name of Rated Entity	Pakistan Mobile Communications Limited
Type of Relationship	Solicited
Purpose of the Rating	Entity Rating
Applicable Criteria	Methodology | Corporate Ratings(Jun-19)
Related Research	Sector Study | Mobile Telecom(May-19)
Rating Analysts	Jhangeer Hanif | jhangeer@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 The company was formerly known with its brand name as Mobilink. However, after the merger with Warid Telecom Pakistan mid-2016, both companies re-launched under the brand name "Jazz".

Operations The company is the largest cellular telecommunication service provider of the country, engaged in the installation, operation and maintenance of a countrywide cellular network.

Ownership

Ownership Structure Ownership of the company lies with Veon (formerly VimpelCom). However, after issuance of ~15% stake to Warid's sponsor (2016) - Dhabi Group, following the merger, its stake diluted to ~85%. Formerly, Veon had invested in the Company through its subsidiary based in Egypt - Global Telecom Holdings (GTH). However, in CY19, GTH shares are now transferred to another group entity, International Wireless Communications Pakistan Ltd. based in Malta. Ultimate parent, therefore, remains Veon.

Stability Ownership structure is expected to remain stable with clear representation of the sponsors on the governance level.

Business Acumen The company's ultimate sponsor - Veon is a multinational telecommunication services company, headquartered in Amsterdam, Netherlands. It is the sixth largest mobile network operator in the world by the number of subscribers. Most of the company's revenue streams from Russia. Sponsor acumen is, therefore, considered strong.

Financial Strength Veon - the ultimate parent, has investments and shareholding in a number of companies forming part of the group, spread across a widespread geographical scale.

Governance

Board Structure The Board of Governance is composed of seven members, including the CEO. Most of the members are representative of Veon.

Members' Profile The Board members are equipped with profound knowledge and expertise of the related business. His Highness Sheikh Nahayan Mabarak Al Nahayan, senior member of Royal Family and Minister of Culture, Youth and Community Development, UAE, is the Chairman of the Board. The board includes two executive directors, including the CEO and CFO.

Board Effectiveness Attendance recorded during the board meetings was satisfactory for the period under review.

Financial Transparency M/S. A.F. Ferguson & Co. Chartered Accountants, one of the big four network firms, are the External Auditors of the company.

Management

Organizational Structure The company has a well-defined organizational structure with clear lines of responsibility and cadre dedicated within each department.

Management Team An experienced top management team with requisite background and qualification manages the operations. They are equipped with both local and foreign experience. Mr. Aamir Ibrahim – CEO of the company since July-16. He has over two decades experience of blue-chip companies across various countries and industries but majorly of telecom sector. He has recently been appointed as the Head of Emerging Markets at Veon group level.

Effectiveness All operations are monitored at the Department head level. KPIs and performance appraisal system to boost operational efficiencies are in place. The company has formally designated Management Committees for oversight of efficiency management.

MIS The company is using an analytical business intelligence reporting software to increase efficiency for employees and generate cost savings. The company has rolled out Oracle based ERP system which is fully integrated amongst all back-end departments of the company.

Control Environment Strong systems and controls under the supervision of the parent company are established and the same are continuously improving.

Business Risk

Industry Dynamics Pakistan Mobile Telecom Sector is composed of four players; Jazz, Telenor, Zong and Ufone. The industry has experienced various changing trends in the past few years due to smartphone penetration and the emergence of high-speed data service needs. The total number of cellular subscribers has reached 161 million users by Jun-19 (penetration of ~74% of the total market) and 3G/4G subscribers have reached 69 million users (penetration of ~32%).

Relative Position The company relishes on a share of ~37% in market cellular subscribers, demonstrating a strong foothold in the segment, especially taking a boom after the merger with Warid. It also has the highest number of 3G subscribers in the country, whereas, in 4G technology, Zong takes the lead.

Revenues The company's revenue clocked in at PKR~88,053mln during 1HCY19, indicating a growth of ~12% YoY basis (1HCY18: PKR 78,199mln). The growth in revenue comes on the back of subscribers' growth and price rationalization. Average Revenue Per User (ARPU) pattern is now being shifted towards data services from voice services.

Margins Improving the gross margin trend can also be witnessed in CY19 as the company's gross profit margin was 45% in 1HCY19 as compared to 42.2% in CY18. Continuous, cost rationalization has also resulted in improved operating profit margin, the company generated an operating profit margin of 23.3% during 1HCY19 (CY18: 21.8%)

Sustainability After the cancellation of the company's bid to enter in Sale Purchase Agreement (SPA) with EdotCo (a joint venture of Malaysian telecom group Axiata and Dawood Hercules group) to adopt "asset light business model" and sell its passive tower infrastructure business. The company is considering other options to achieve its objective of ''asset light business model''.

Financial Risk

Working Capital Cash conversion cycle is kept reasonably effective. Working capital is a function of the company's receivable and creditor days, which recorded at ~19 and ~59 days respectively at end Jun19 (Jun18: ~29 and ~55 days). The cash conversion ratio (FCFO/Sales) decreased to ~37% at the end of Jun19 (Jun18: ~43%).

Coverages Interest coverage remained strong at the end of Jun19, i.e., 7x (CY18: 12.5x), however, core and total coverages remained just above the line, due to a high portion of current maturity of long term debt. Furthermore, the company has incurred a wholesome expense following 1HCY19 on the renewal of the 2G spectrum which was acquired through Warid Telecom.

Capitalization The company's debt burden is concentrated in long term borrowings amounting to PKR~73,126mln as on End-Jun'19 (End-Jun'18: PKR~83,615mln). The company's short term borrowings at the end of Jun19 were PKR 4mln. Equity stood at PKR~144lbn as at End-Jun'19 (End-Jun18: PKR~73bln), thereby forming a relatively leveraged capital structure, i.e., ~34% (CY18: ~46%). Going forward, additional debt attraction is expected to leverage the capital structure more.

The Pakistan Credit Rating Agency Limited

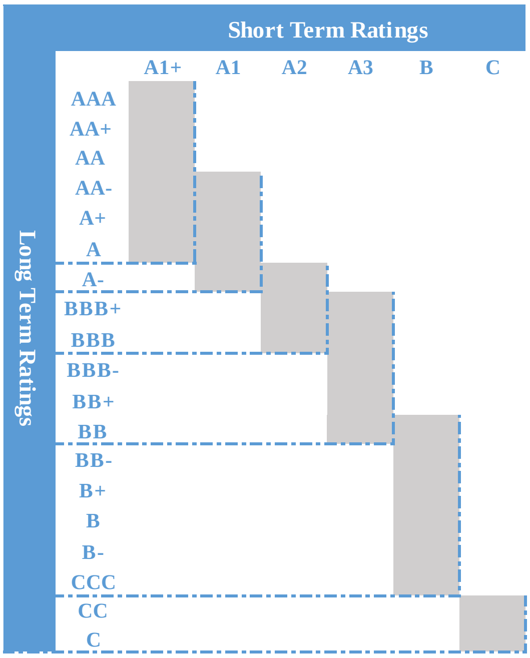
Pakistan Mobile Communication Limited	Jun-19	Dec-18	Dec-17
Communication	6M	12M	12M
A BALANCE SHEET			
1 Non-Current Assets	288,331	218,579	231,931
2 Investments	1,444	28,123	1,353
3 Related Party Exposure	34,552	1,373	902
4 Current Assets	8,679	20,240	20,308
a Inventories	*225*	*205*	*208*
b Trade Receivables	*3,467*	*4,895*	*5,726*
5 Total Assets	333,005	268,315	254,494
6 Current Liabilities	74,020	98,027	95,863
a Trade Payables	*14,061*	*16,945*	*13,239*
7 Borrowings	73,130	77,186	94,900
8 Related Party Exposure	36,273	-	-
9 Non-Current Liabilities	5,367	2,965	4,876
10 Net Assets	144,214	90,137	58,856
11 Shareholders' Equity	144,214	90,137	58,856
B INCOME STATEMENT			
1 Sales	88,053	171,067	151,196
a Cost of Good Sold	*(48,530)*	*(98,936)*	*(90,224)*
2 Gross Profit	39,523	72,131	60,972
a Operating Expenses	(19,032)	(34,779)	(33,121)
3 Operating Profit	20,491	37,353	27,851
a Non Operating Income or (Expense)	*7,711*	*8,235*	*10,551*
4 Profit or (Loss) before Interest and Tax	28,202	45,588	38,402
a Total Finance Cost	*(4,579)*	*(7,014)*	*(5,413)*
b Taxation	*(6,726)*	*(18,978)*	*(16,255)*
6 Net Income Or (Loss)	16,897	19,596	16,734
C CASH FLOW STATEMENT			
a Free Cash Flows from Operations (FCFO)	*32,169*	*73,625*	*62,192*
b Net Cash from Operating Activities before Working Capital Changes	*27,998*	*66,849*	*58,487*
c Changes in Working Capital	*2,600*	*8,136*	*(5,887)*
1 Net Cash provided by Operating Activities	30,598	74,985	52,600
2 Net Cash (Used in) or Available From Investing Activities	(12,321)	(26,972)	(57,995)
3 Net Cash (Used in) or Available From Financing Activities	(45,086)	(25,047)	(2,666)
4 Net Cash generated or (Used) during the period	(26,809)	22,966	(8,062)
D RATIO ANALYSIS			
1 Performance			
a Sales Growth (for the period)	2.9%	13.1%	17.4%
b Gross Profit Margin	44.9%	42.2%	40.3%
c Net Profit Margin	19.2%	11.5%	11.1%
d Cash Conversion Efficiency (EBITDA/Sales)	48.1%	51.4%	47.8%
e Return on Equity (ROE)	28.8%	26.3%	29.8%
2 Working Capital Management			
a Gross Working Capital (Average Days)	9	12	15
b Net Working Capital (Average Days)	-23	-20	-10
c Current Ratio (Total Current Assets/Total Current Liabilities)	0.1	0.2	0.2
3 Coverages			
a EBITDA / Finance Cost	9.2	15.0	18.0
b FCFO / Finance Cost+CMLTB+Excess STB	0.6	0.8	0.6
c Debt Payback (Total Borrowings+Excess STB) / (FCFO-Finance Cost)	2.5	1.9	2.9
4 Capital Structure (Total Debt/Total Debt+Equity)			
a Total Borrowings / Total Borrowings+Equity	33.6%	46.1%	61.7%
b Interest or Markup Payable (Days)	6.9	0.0	0.0
c Average Borrowing Rate	12.2%	6.8%	4.8%

Credit Rating Scale & Definitions

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.

Long Term Ratings	
AAA	**Highest credit quality.** Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
AA+ 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.
A+ 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.
BBB+ 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.
BB+ BB 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.
B+ 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.
CCC CC C	**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.
D	Obligations are currently in default.

Short Term Ratings	
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.
B	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions.
C	An inadequate capacity to ensure timely repayment.



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, a) some material identifiable event and/or b) deviation from expected trend. 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 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) cessation of underlying entity, c) the debt instrument is redeemed, d) the rating remains suspended for six months, e) the entity/issuer defaults., or/and f) PACRA finds it impractical to surveill the opinion due to lack of requisite information.

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

Disclaimer: PACRA's ratings are an assessment of the credit standing of entities/issue in Pakistan. They do not take into account the potential transfer / convertibility risk that may exist for foreign currency creditors. PACRA's opinion is not a recommendation to purchase, sell or hold a security, in as much as it does not comment on the security’s market price or suitability for a particular investor.

Regulatory and Supplementary Disclosure

(Credit Rating Companies Regulations,2016)

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