

Citadel Capital SAE 4Q12 Earnings Call

16 May 2013, 3pm



**Local Insight
Regional Footprint
World-Class Expertise**

Macro Overview

Throughout 2012, our macro view was fundamentally validated by current events:

- ✓ Devaluation of the Egyptian pound,
- ✓ Energy shortages (of electricity and gasoline, and particularly of diesel),
- ✓ Fast-dwindling reserves and a yawning current account deficit.
- ✓ All of these developments will feed into improved margins at our 10 core platforms.



De-risking the Company

- ✓ Reaching Financial Close at ERC
- ✓ Completing green Field of Minya Cement
- ✓ Djelfa in Algeria, the project that has been on hold for 3 years: we have received the construction permit from the government
- ✓ We were only left with Mashrek as a green filed and earlier this week we signed the contract



Add-on Investments

Adding small incremental investments in our existing portfolios which has high IRR, and increases efficiency:

- ✓ Adding 2000 cows for Gozour's Dina Farms
- ✓ Adding the second line of TCC opening 1Q2013
- ✓ Adding capacity in the Glass Wool and Rock wool
- ✓ Adding 2 new barges in Nile Logistics
- ✓ Adding locomotives in RVR and on schedule with the plan
- ✓ Increasing efficiency measures in portfolio companies: Labor cost to be per unit of output, and energy cost per unit of output.



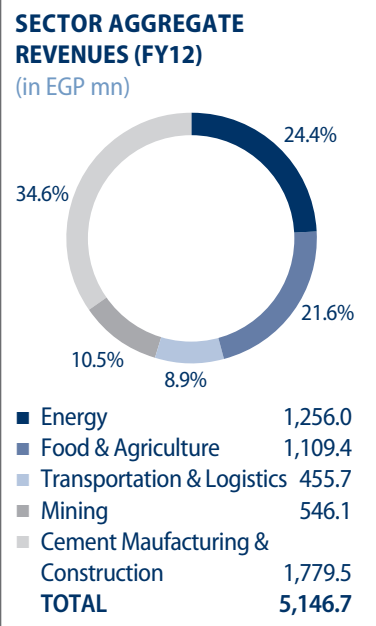
Transformation

As part of its transformation into an investment company with 10 focus platforms in five core industries, Citadel Capital has changed its reporting methodology::

- ✓ New Emphasis on Operational Core Platforms by Sector, with aggregate revenue and EBITDA figures broken down by industry and including eight operational platforms at present. These include:
 1. ENERGY: TAQA Arabia, Tawazon
 2. AGRICULTURE & CONSUMER FOODS: Gozour, Wafra
 3. TRANSPORTATION & LOGISTICS: Nile Logistics, Africa Railways
 4. MINING: ASCOM
 5. CEMENT MANUFACTURING & CONSTRUCTION: ASEC Holding
- ✓ Hiring Technical Supervisors
- ✓ Awaiting regulatory Authorities approvals to complete acquisitions



Year in Review



Greenfield Project

	2012 Developments	Notes / Next Steps
✓ Egyptian Refining Company (US\$ 3.7 bn greenfield petroleum refinery)	Reached financial close in June 2012. Engineering work in progress and anticipated to wrap in 2013.	Expected to begin operations in 2016.
✓ ASEC Minya (US\$ 360 million greenfield cement plant)	Entered commissioning phase at year's end.	Full operations in 2Q13.
ASEC Cement Algeria (Djelfa) (US\$ 410 million greenfield cement plant)	Reached agreement that Government of Algeria will facilitate access to financing.	Aim to close financing in FY13.
Mashreq (Bunkering and logistics facility)	Consistent work on regulatory approvals toward a final concession agreement.	Sign final concession agreement.



Summary of Performance of Operational Core Platform Companies (in EGP mn)

Item	Revenues		EBITDA		Revenue (change)	EBITDA (change)	Citadel Capital Ownership
	FY2011	FY2012	FY2011	FY2012			
ENERGY							
TAQA Arabia	1,157.4	1,140.1	147.2	131.5	(1.5%)	(10.7%)	33.84%
Tawazon	89.2	115.9	2.7	4.2	29.9%	53.3%	47.88%
Aggregate	1,246.6	1,256.0	149.9	135.7	0.8%	(9.5%)	
AGRICULTURE & CONSUMER FOODS							
Gozour	1,088.4	1,109.4	53.9	71.5	1.9%	32.7%	19.95%
Wafra*	NA	7.1	NA	(67.0)	NA	NA	100.0%
Aggregate	1,088.4	1,109.4	53.9	71.5	1.9%	32.7%	
TRANSPORTATION & LOGISTICS							
Nile Logistics	28.5	46.0	(41.7)	(47.3)	61.5%	(13.4%)	32.10%
Africa Railways**	460.6	409.7	(72.2)	(84.1)	(11.0%)	(16.5%)	28.19%
Aggregate	489.1	455.7	(113.9)	(131.4)	(6.8%)	(15.4%)	
MINING							
ASCOM	576.7	546.1	21.4	(3.8)	(5.3%)	(117.8%)	39.22%
Aggregate	576.7	546.1	21.4	(3.8)	(5.3%)	(117.8%)	
CEMENT & CONSTRUCTION							
ASEC Cement	877.8	821.5	(104.3)	76.8	(6.4%)	173.6%	54.78%
Construction / Plant Management	1,498.8	1,259.0	36.1	17.0	(16.0%)	(52.9%)	54.78%
Total Consolidated†	1,980.6	1,779.5	(111.4)	39.4	(10.2%)	135.4%	
Accumulated Total	5,381.5	5,146.7	(0.1)	111.4	(4.4%)	1,591.4%	

* Newly operational greenfield Wafra is still in a very early stage of development and hence its results are excluded from FY11 and FY12 segment and accumulated totals.

** Africa Railways figures have been converted to EGP from USD using average yearly exchange rates of EGP 5.90 : USD 1 for FY11 and EGP 6.05 : USD 1 for FY12.

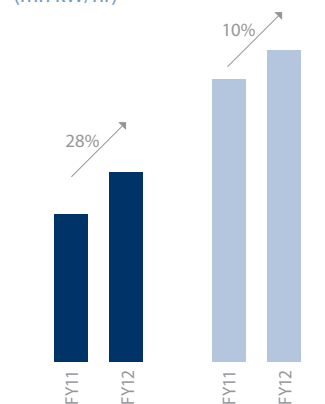
† Total for the Cement and Construction segment is consolidated as the company has statutory consolidated financials and records interrelated transactions.



Energy Sector KPIs

ELECTRICITY COMPARISON (FY11 TO FY12)

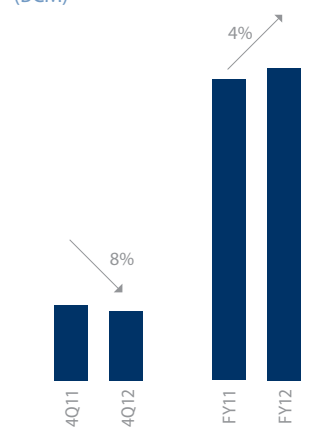
(mn kW/hr)



■ Total Electricity Generated	
FY11	170.1
FY12	218.3
■ Total Electricity Distributed	
FY11	326.1
FY12	359.7

CNG AND GAS DISTRIBUTION (4Q11 TO 4Q12, FY11 TO FY12)

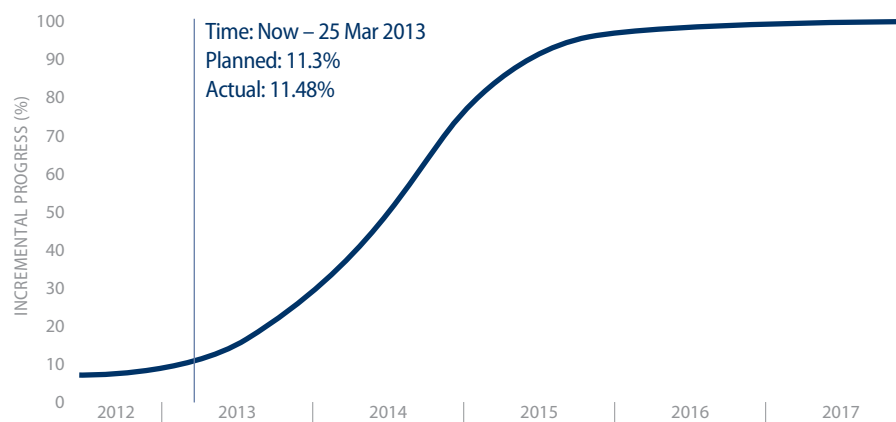
(BCM)



4Q11	1.3
4Q12	1.2
FY11	5.2
FY12	5.4

Item (in EGP mn unless otherwise stated)	4Q11	4Q12	% diff	FY11	FY12	% diff
Segment Revenues	355.7	317.2	(10.8%)	1,246.6	1,256.0	0.8%
Segment EBITDA	61.6	33.8	(44.7%)	149.9	135.7	(9.5%)
% of Total Group Revenues	28%	24%	-	23%	24%	-
TAQA Arabia Revenues	319.3	279.5	(12.5%)	1,157.4	1,140.1	(1.5%)
TAQA Arabia EBITDA	45.9	19.3	(58.0%)	147.2	131.5	(10.6%)
Tawazon Revenues	36.4	37.7	3.6%	89.2	115.9	29.9%
Tawazon EBITDA	15.7	14.54	(7.4%)	2.7	4.2	55.6%

ERC REFINERY PROJECT OVERALL PROGRESS S-CURVE



Agriculture & Consumer Goods KPIs

RASHIDI EL-MIZAN COMPARISON (FY11 TO FY12) (tons sold, SKUs)



FY11 29,386
FY12 30,558

DINA FARMS TOTAL MILK COWS



FY11 5,344
FY12 6,023

LAND USE: TOTAL DEVELOPED IN SUDAN (feddans)



FY11 10,830
FY12 17,033

Item (in EGP mn unless otherwise stated)	4Q11	4Q12	% diff	FY11	FY12	% diff
Segment Revenues ¹	236.2	267.4	13.2%	1,088.4	1,109.4	1.9%
Segment EBITDA ¹	4.2	15.9	278.6%	53.9	71.5	32.7%
% of total Group Revenues	19%	21%	-	20%	22%	-
Gozour Revenues	236.2	267.4	13.2%	1,088.4	1,109.4	1.9%
Gozour EBITDA	4.2	15.9	278.6%	53.9	71.5	32.7%
Wafra Revenues	-	3.0	-	NA	7.1	-
Wafra EBITDA	-	(15.7)	-	NA	(67.0)	-

¹ Wafra is excluded from segment revenues and EBITDA as this company is still in an early stage.



Transportation & Logistics Sector KPIs

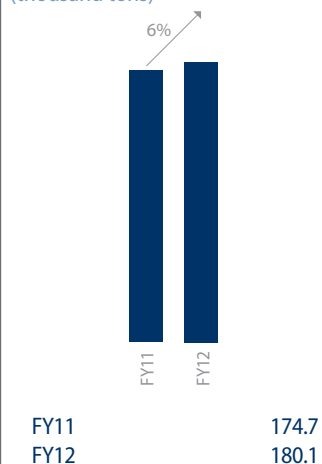
Item (in EGP mn unless otherwise stated)	4Q11	4Q12	% diff	FY11	FY12	% diff
Segment Revenues*	124.4	99.5	(20.0%)	489.1	455.7	(6.8%)
Segment EBITDA	(18.6)	(36.2)	(94.6%)	(113.9)	(131.4)	(15.4%)
% of total Group Revenues	10%	8%	-	9%	9%	-
Nile Logistics Revenues	9.9	8.8	(11.1%)	28.5	46.0	61.5%
Nile Logistics EBITDA	(12.0)	(13.6)	(13.3%)	(41.7)	(47.3)	(13.4%)
Africa Railways Revenues (USD mn)	19.3	15.0	(22.3%)	77.8	67.7	(12.9%)
Africa Railways EBITDA (USD mn)	(1.1)	(3.7)	(236.4%)	(12.2)	(13.9)	(13.9%)

* To calculate segment revenues and EBITDA, figures for Africa Railways have been converted at average yearly exchange rates of EGP 5.90 : USD 1 in FY11 and EGP 6.05 : USD 1 in FY12.

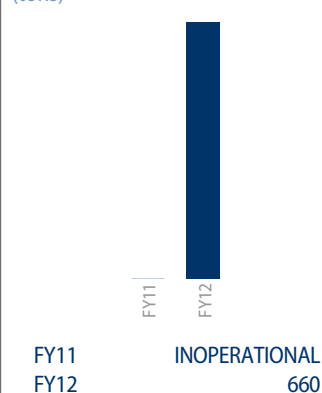


Mining Sector KPIs

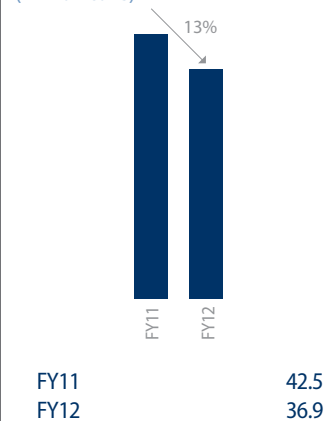
ACCM VOLUMES SOLD COMPARISON (FY11 TO FY12)
(thousand tons)



GLASSROCK VOLUMES SOLD COMPARISON (FY11 TO FY12)
(tons)



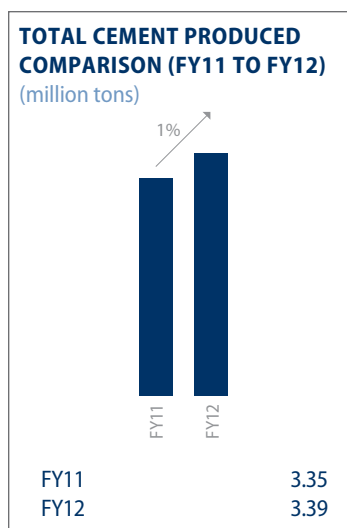
QUARRYING BUSINESS VOLUMES SOLD COMPARISON (FY11 TO FY12)
(million tons)



Item (in EGP mn unless otherwise stated)	4Q11	4Q12	% diff	FY11	FY12	% diff
Segment Revenues (ASCOM)	150.5	137.6	(8.6%)	576.7	546.1	(5.3%)
Segment EBITDA (ASCOM)	(11.5)	(10.2)	11.3%	21.4	(3.8)	(117.8%)
% of total Group Revenues	12%	11%	-	11%	11%	-
ACCM Revenues	19.0	28.8	51.2%	73.3	96.5	31.7%
ACCM EBITDA	1.0	9.1	810.0%	1.4	17.6	1,157.1%
GlassRock Revenues	-	2.2	-	-	4.0	-
GlassRock EBITDA	(2.9)	(9.7)	(234.5%)	(9.1)	(20.0)	(119.8%)
Quarrying Revenues	90.5	74.2	(18.0%)	383.5	304.8	(20.5%)
Quarrying EBITDA	(1.2)	0.0	-	47.4	7.3	(84.6%)



Cement Manufacturing & Construction Sector KPIs



Item (in EGP mn unless otherwise stated)	FY11*	FY12	% diff
Segment Revenues**	1,980.6	1,779.5	(10.2%)
Segment EBITDA**	(111.4)	39.4	135.4%
% of total Group Revenues	36.8%	34.6%	-
Cement Segment Revenues	877.8	821.5	(6.4%)
Cement Segment EBITDA	(104.3)	76.8	173.6%
Cement Segment Revenues (Excluding Sudan)	330.1	359.9	9.0%
Cement Segment EBITDA (Excluding Sudan)	41.5	120.9	191.3%
Construction and Management Segment Revenues	1,498.8	1,259.0	(16.0%)
Construction and Management Segment EBITDA	36.1	17.0	(52.9%)

* Misr Qena Cement figures for FY11 were re-stated. The effect of this restatement distorts 4Q11 figures as the full effect of the re-statement was recognized in that quarter. Restatement was mainly in the Misr Qena Cement FY11 statutory financial statements, which in turn increased its earnings contribution to the group in FY11. Management has accordingly opted not to present 4Q11 and 4Q12 figures above.

** Segment revenues and EBITDA are the actual consolidated revenues and EBITDA figures of the group which reflects eliminations intra the whole cement and construction group.



Summary of Citadel Capital Core and Non-Core Investments

Summary of Citadel Capital Core and Non-Core Investments

Industry	Platform Company	CC Principle Investment (US\$ mn)*	% of CC Principle Investments	CC % Ownership**	Total Co-Investors (US\$ mn)
CORE INDUSTRIES					
ENERGY					
	TAQA Arabia	64.1	5.5%	33.84%	66.2
	ERC	154.8	13.4%	11.68%	677.7
	Mashreq Petroleum	6.8	0.6%	24.53%	20.1
	Tawazon	10.6	0.9%	47.88%	9.9
TRANSPORTATION & LOGISTICS					
	Nile Logistics	38.9	3.4%	32.10%	92.7
	Africa Railways	27.0	2.3%	28.19%	70.0
AGRICULTURE & CONSUMER FOODS					
	Gozour	53.1	4.6%	19.95%	206.3
	Wafra	42.2	3.7%	100%	-
MINING					
	ASCOM	29.1	2.5%	39.22%	-
CEMENT & CONSTRUCTION					
	ASEC Holding	147.0	12.7%	54.78%	120.7
	ASEC Cement	189.6	-	54.78%	360.6
NON-CORE INDUSTRIES					
Glass Manufacturing	GlassWorks	25.9	2.2%	21.03%	131.2
Metallurgy	UCF	16.9	1.5%	29.96%	32.6
Financial Services	Finance Unlimited	32.6	2.8%	99.88%	-
Mid-Cap Buyouts	Grandview	12.4	1.1%	13.01%	82.8
Specialty Real Estate	Bonyan	28.1	2.4%	32.13%	59.4
Media	Tanweer	30.4	2.6%	99.88%	-
Upstream Oil & Gas	NPC	63.4	5.5%	15.02%	357.7
Upstream Oil & Gas	NVPL	27.5	2.4%	15.00%	45.7
Upstream Oil & Gas	NOPC / Rally Group	65.0	5.6%	11.68%	561.9
Total Convertibles		73.4	6.4%		142.6
Loans to Platforms		188.9	16.4%		-
Others		16.8	1.5%		-
Total Eliminations		(189.6)	-		(325.6)
Total		1,155.0			2,712.5

* Reflecting Citadel Capital's investment costs.

** Reflecting Citadel Capital's legal ownership.



Summary Standalone Income Statement and Balance Sheet (in EGP mn)

Summary Standalone Income Statement (in EGP mn)

	4Q2011	4Q2012	FY2011	FY2012
Advisory Fee	20.5	24.7	69.5	88.1
Other Income	-	36.2	-	36.2
Total Revenues	20.5	60.8	69.5	124.3
OPEX	(49.0)	(86.8)	(161.0)	(161.4)
Management Earn out*	-	-	-	-
Income from Sale of Fixed Assets	-	-	-	-
Forex & Others	6.9	3.8	0.5	8.2
Impairment-Invest	-	-	-	-
Impairment Inter-Company	13.1	-	13.1	-
Provisions	(16.3)	(7.0)	(16.3)	(7.0)
EBITDA	(24.9)	(29.2)	(94.2)	(36.0)
Depreciation	(1.0)	(0.8)	(4.4)	(3.3)
EBIT	(25.9)	(30.0)	(98.6)	(39.3)
Net Interest	(11.9)	6.5	(11.6)	(26.0)
Profit/Loss BT	(37.8)	(23.5)	(110.2)	(65.3)
Deferred Tax	-	(0.3)	0.0	(1.1)
Profit/Loss AT	(37.8)	(23.8)	(110.1)	(66.4)

* Citadel Capital pays Citadel Capital Partners a management incentive fee equal to 10% of the firm's net profits. This agreement has been effective since 1 January 2008 and will remain in effect so long as Citadel Capital Partners owns 15% or more of the preferred shares of Citadel Capital.

Summary Standalone Balance Sheet (in EGP mn)

	FY2011	FY2012
Fixed Assets (Net)	28.0	24.7
Investments**	4,303.6	4,468.0
Convertibles	544.7	556.6
Long Term Receivables	-	127.4
Deferred Taxable Assets	1.8	0.7
Total Non Current Assets	4,878.0	5,177.3
Due from Related Parties & Other Debit Balances	173.3	184.2
Related Parties - Loans	574.2	390.5
Related Parties - OPIC Loans	-	670.4
Cash & Cash Equivalent	151.7	222.7
Total Current Assets	899.24	1,467.8
Total Assets	5,777.3	6,645.1
Paid in Capital	4,358.1	4,358.1
Reserves	89.6	89.6
Retained Earning	(75.40)	(185.5)
Current Year Profit / Loss	(110.1)	(66.4)
Total Equity	4,262.2	4,195.8
LT Borrowing	822.7	1,359.3
Total Non Current Liabilities	822.7	1,359.3
CPLTD	210.3	527.7
Due to CCP	225.4	256.0
Accrued, Provision & Other Liabilities	256.7	306.4
Total Current Liabilities	692.4	1,090.0
Total Equity & Liabilities	5,777.3	6,645.1

** Citadel Capital's investments are recorded in its FY12 statutory stand-alone financial statements under the following line items: Available-for-sale investments (EGP 23.8 million), Investments in Subsidiaries and Associates (EGP 2.698 billion), Payments for Investments (EGP 1.879 billion), and other investments (EGP 550 million). This results in total investments of EGP 5.151 billion (investments + convertibles + long term receivables).



Summary Consolidated Income Statement and Balance Sheet (in EGP mn)

Summary Consolidated Income Statement (in EGP mn)

	4Q2011	4Q2012	FY2011	FY2012
Advisory Fee	22.5	15.5	69.6	63.1
Gain/Loss from Sale of Investments	-	-	(1.1)	-
Share in Associates' Results	(95.3)	(187.0)	(386.0)	(387.9)
Other Losses/Gain	0.1	(9.2)	0.1	(25.2)
Total Revenues	(72.8)	(180.8)	(317.5)	(349.9)
OPEX	(71.8)	(96.6)	(237.2)	(227.8)
Other Expenses	(198.3)	(14.2)	(199.4)	(54.7)
EBITDA	(342.9)	(291.6)	(754.1)	(632.4)
Depreciation	(1.1)	(3.5)	(4.6)	(14.3)
EBIT	(344.0)	(295.1)	(758.7)	(646.7)
Net Financing	(8.7)	10.5	(41.8)	(54.5)
Profit/Loss BT	(352.7)	(284.6)	(800.5)	(701.3)
Deferred Tax	-	(0.3)	0.0	(1.1)
Current Income Tax	-	-	-	-
Profit/Loss AT	(352.7)	(284.9)	(800.5)	(702.4)

Summary Consolidated Balance Sheet (in EGP mn)

	FY2011	FY2012
Fixed Assets (Net)	73.0	256.6
Investments	3,197.9	3,242.6
Convertibles	661.0	822.1
Deferred Tax Assets	1.8	0.7
Total Non Current Assets	3,933.6	4,322.0
Investments	18.2	3.9
Due from Related Parties & Other Debit Balances	158.7	171.1
Related Parties - Loans	764.2	1,022.1
Cash & Cash Equivalent	166.2	255.2
Total Current Assets	1,107.3	1,452.3
Total Assets	5,040.9	5,774.4
Paid in Capital	4,358.1	4,358.1
Reserves	187.3	207.5
Retained Earning	(1,093.8)	(2,022.9)
Net (Losses) Profit for the Period	(773.5)	(691.7)
Total Equity Attributable to the Majority Shareholders	2,678.1	1,850.9
Total Equity Attributable to the Non-Controlling Shareholders	379.7	438.3
Total Equity	3,057.8	2,289.2
LT Borrowings	1,142.4	1,923.0
LT Liabilities	21.9	10.8
Total Non Current Liabilities	1,164.3	1,933.8
Current Portion of Long Term Loans	210.3	543.3
Due to CCP	225.4	256.0
Due to Related Parties & Other Credit Balances	176.6	539.2
Provisions	206.6	212.9
Total Current Liabilities	818.8	1,551.4
Total Equity & Liabilities	5,040.9	5,774.4



A Note About Forward Looking Statements

Forward Looking Statements

Statements contained in this Business Review that are not historical facts are based on current expectations, estimates, projections, opinions and beliefs of Citadel Capital. Such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. Certain information contained herein constitutes “targets” or “forward-looking statements,” which can be identified by the use of forward-looking terminology such as “may,” “will,” “seek,” “should,” “expect,” “anticipate,” “project,” “estimate,” “intend,” “continue” or “believe” or the negatives thereof or other variations thereon or comparable terminology. Actual events or results or the actual performance of Citadel Capital may differ materially from those reflected or contemplated in such targets or forward-looking statements. The performance of Citadel Capital is subject to risks and uncertainties.

CCAP.CA

on the Egyptian Stock Exchange

SHAREHOLDERS / ANALYSTS

Mr. Amr El-Kadi
Head of Investor Relations
akadi@citadelcapital.com
Tel: +20 2 2791-4440
Fax: +20 2 2791-4448

Ms. Heba El-Tawil
Investor Relations Officer
heltawil@citadelcapital.com
Tel: +20 2 2791-4439
Fax: +20 2 2791-4448
Mobile: + 20 10 6092-1700

MEDIA

Ms. Ghada Hammouda
Head of Corporate Communications
& CMO
ghammouda@citadelcapital.com
Tel: +20 2 2791-4440
Fax: +20 2 2791-4448
Mobile: +20 10 6662-0002



Thank You