

# ORASCOM CONSTRUCTION PLC

## Interim Consolidated Financial Statements

For the six month period ended 30 June 2019

## TABLE OF CONTENTS

Independent auditors' report on review of condensed consolidated interim financial statements	1 - 2
Consolidated statement of financial position	3
Consolidated statement of profit or loss and other comprehensive income	4
Consolidated statement of changes in equity	5
Consolidated statement of cash flows	6
Notes to the interim consolidated financial statements	7 - 29



KPMG LLP  
Unit No. 819, Liberty House,  
DIFC, Dubai, UAE  
Tel. +971 (4) 403 0300, Fax +971 (4) 330 1515

## **Independent Auditors' Report on Review of Condensed Consolidated Interim Financial Statements**

To the Shareholders of Orascom Construction PLC (formerly Orascom Construction Limited)

### **Introduction**

We have reviewed the accompanying 30 June 2019 condensed consolidated interim financial statements of Orascom Construction PLC (formerly Orascom Construction Limited) ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise:

- the condensed consolidated statement of financial position as at 30 June 2019;
- the condensed consolidated statements of profit or loss and other comprehensive income for the three-month and six-month periods ended 30 June 2019;
- the condensed consolidated statement of changes in equity for the six-month period ended 30 June 2019;
- the condensed consolidated statement of cash flows for the six-month period ended 30 June 2019; and
- notes to the condensed consolidated interim financial statements.

Management is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

### **Scope of Review**

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 30 June 2019 condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting'.

KPMG

KPMG LLP  
Dubai, United Arab Emirates



Freddie Edward Cloete  
Partner

Date: 26 August 2019

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at

\$ millions	Note	30 June 2019 (reviewed)	31 December 2018 (audited)
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	(6)	174.4	159.3
Goodwill	(7)	13.8	13.8
Trade and other receivables	(8)	15.0	15.2
Equity accounted investees	(9)	420.7	419.5
Deferred tax assets	(10)	36.4	35.9
<b>Total non-current assets</b>		<b>660.3</b>	<b>643.7</b>
<b>Current assets</b>			
Inventories	(11)	315.3	283.3
Trade and other receivables	(8)	1,211.9	1,243.1
Contracts work in progress	(12)	761.2	526.7
Current income tax receivables		0.2	0.1
Cash and cash equivalents	(13)	397.8	402.5
<b>Total current assets</b>		<b>2,686.4</b>	<b>2,455.7</b>
<b>Total assets</b>		<b>3,346.7</b>	<b>3,099.4</b>
<b>Equity</b>			
Share capital	(14)	116.8	116.8
Share premium		480.2	480.2
Reserves	(15)	(307.3)	(335.6)
Retained earnings		194.0	170.5
<b>Equity attributable to owners of the Company</b>		<b>483.7</b>	<b>431.9</b>
Non-controlling interest	(16)	44.6	39.6
<b>Total equity</b>		<b>528.3</b>	<b>471.5</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	(17)	2.0	2.3
Trade and other payables	(18)	54.1	43.0
Deferred tax liabilities	(10)	3.3	3.3
<b>Total non-current liabilities</b>		<b>59.4</b>	<b>48.6</b>
<b>Current liabilities</b>			
Loans and borrowings	(17)	326.6	373.0
Trade and other payables	(18)	1,122.3	1,025.7
Advanced payments from construction contracts		805.7	606.0
Billing in excess of construction contracts	(12)	359.0	410.8
Provisions	(19)	107.7	103.3
Income tax payables		37.7	60.5
<b>Total current liabilities</b>		<b>2,759.0</b>	<b>2,579.3</b>
<b>Total liabilities</b>		<b>2,818.4</b>	<b>2,627.9</b>
<b>Total equity and liabilities</b>		<b>3,346.7</b>	<b>3,099.4</b>

The notes on pages 7 to 29 are an integral part of these interim consolidated financial statements.

The interim consolidated financial statements were approved by the Board of Directors and authorized for issue on 26 August 2019 and signed on their behalf by:

  
Chief Executive Officer

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the six month period ended

\$ millions	Note	the six months ended 30 June 2019 (reviewed)	the three months ended 30 June 2019 (reviewed)	the six months ended 30 June 2018 (reviewed)	the three months ended 30 June 2018 (reviewed)
Revenue	(24)	1,495.7	790.1	1,506.9	750.1
Cost of sales	(20)	(1,305.9)	(691.6)	(1,330.1)	(663.3)
Gross profit		189.8	98.5	176.8	86.8
Other income	(21)	5.3	1.7	6.7	2.6
Selling, general and administrative expenses	(20)	(77.5)	(39.9)	(90.8)	(47.7)
Operating profit		117.6	60.3	92.7	41.7
Finance income	(22)	8.2	2.8	14.2	8.6
Finance cost	(22)	(54.3)	(26.9)	(11.7)	3.5
Net finance cost		(46.1)	(24.1)	2.5	12.1
Income from equity accounted investees	(9)	17.7	9.0	24.9	17.5
Profit before income tax		89.2	45.2	120.1	71.3
Income tax	(10)	(22.0)	(11.7)	(33.1)	(19.3)
Net profit		67.2	33.5	87.0	52.0
Other comprehensive income:					
Items that are or may be reclassified to profit or loss					
Foreign currency translation differences		30.5	21.2	(11.6)	(16.3)
Other comprehensive income (loss), net of tax		30.5	21.2	(11.6)	(16.3)
Total comprehensive income		97.7	54.7	75.4	35.7
Profit attributable to:					
Owners of the Company		61.5	31.3	82.5	50.6
Non-controlling interest		5.7	2.2	4.5	1.4
Net profit		67.2	33.5	87.0	52.0
Total comprehensive income attributable to:					
Owners of the Company		89.8	51.3	71.2	34.9
Non-controlling interest		7.9	3.4	4.2	0.8
Total comprehensive income		97.7	54.7	75.4	35.7
Earnings per share (in USD)					
Basic earnings per share	(23)	0.53	0.27	0.71	0.43

The notes on pages 7 to 29 are an integral part of these interim consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the six month period ended

\$ millions	Share capital (14)	Share premium	Reserves (15)	(Accumulated losses) retained earnings	Equity attributable to owners of the Company	Non- controlling interest (16)	Total equity
Balance at 1 January 2018 (audited)	116.8	761.5	(318.8)	(201.6)	357.9	44.6	402.5
Net profit	-	-	-	82.5	82.5	4.5	87.0
Other comprehensive loss	-	-	(11.3)	-	(11.3)	(0.3)	(11.6)
Total comprehensive income	-	-	(11.3)	82.5	71.2	4.2	75.4
Share premium conversion	-	(281.3)	-	281.3	-	-	-
Dividends	-	-	-	(30.0)	(30.0)	(0.6)	(30.6)
Other	-	-	-	(11.7)	(11.7)	-	(11.7)
Balance at 30 June 2018 (reviewed)	116.8	480.2	(330.1)	120.5	387.4	48.2	435.6
Balance at 1 January 2019 (audited)	116.8	480.2	(335.6)	170.5	431.9	39.6	471.5
Net profit	-	-	-	61.5	61.5	5.7	67.2
Other comprehensive income	-	-	28.3	-	28.3	2.2	30.5
Total comprehensive income	-	-	28.3	61.5	89.8	7.9	97.7
Dividends	-	-	-	(35.0)	(35.0)	(0.3)	(35.3)
Change in non-controlling interest	-	-	-	-	-	(2.6)	(2.6)
Other	-	-	-	(3.0)	(3.0)	-	(3.0)
Balance at 30 June 2019 (reviewed)	116.8	480.2	(307.3)	194.0	483.7	44.6	528.3

The notes on pages 7 to 29 are an integral part of these interim consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the six month period ended

\$ millions	Note	30 June 2019 (reviewed)	30 June 2018 (reviewed)
Net profit		67.2	87.0
Adjustments for:			
Depreciation	(6)	24.8	19.6
Interest income (including gains on derivatives)	(22)	(4.6)	(9.3)
Interest expense (including losses on derivatives)	(22)	32.2	9.4
Foreign exchange (loss) gain and others		18.5	(2.6)
Share in income of equity accounted investees	(9)	(17.7)	(24.9)
Gain on sale of property, plant and equipment		(0.5)	(0.4)
Income tax expense	(10)	22.0	33.1
Changes in:			
Inventories	(11)	(32.0)	(19.3)
Trade and other receivables	(8)	(19.3)	(11.4)
Contract work in progress	(12)	(234.5)	(34.3)
Trade and other payables	(18)	62.8	(113.3)
Advanced payments construction contracts		199.7	71.5
Billing in excess of construction contracts	(12)	(51.8)	(58.3)
Provisions	(19)	4.4	(0.5)
Cash flows:			
Interest paid	(22)	(30.5)	(9.4)
Interest received	(22)	4.6	9.3
Dividend from equity accounted investee	(9)	22.8	32.1
Income taxes paid		(27.9)	(42.5)
<b>Cash flow from (used in) operating activities</b>		<b>40.2</b>	<b>(64.2)</b>
Investments in property, plant and equipment	(6)	(17.0)	(27.6)
Proceeds from sale of property, plant and equipment		4.7	1.3
<b>Cash flow used in investing activities</b>		<b>(12.3)</b>	<b>(26.3)</b>
Proceeds from borrowings	(17)	172.6	93.7
Repayment of borrowings	(17)	(219.3)	(26.2)
Other long term liabilities		0.6	(1.8)
Dividends paid to non-controlling interest		(2.9)	(0.6)
<b>Cash flows (used in) from financing activities</b>		<b>(49.0)</b>	<b>65.1</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(21.1)</b>	<b>(25.4)</b>
Cash and cash equivalents at 1 January	(13)	402.5	434.2
Currency translation adjustments		16.4	(1.6)
<b>Cash and cash equivalents at 30 June</b>	<b>(13)</b>	<b>397.8</b>	<b>407.2</b>

The notes on pages 7 to 29 are an integral part of these interim consolidated financial statements.



# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 1. General

Orascom Construction PLC ('OC PLC') is a Public Company, incorporated with registered number 1752 in the Dubai International Financial Center (DIFC) with its head office located at Gate Village-Building 3, DIFC, Dubai, UAE. OC PLC is dual listed on the NASDAQ Dubai and the Egyptian Stock Exchange. The interim consolidated financial statements for the six month period ended 30 June 2019 comprise the financial statements of OC PLC, its subsidiaries and joint operations (together referred to as the 'Group') and the Group's interests in associates and joint ventures.

OC PLC was incorporated on 18 January 2015 as Orascom Construction Limited, a company limited by shares and converted to a Public Company under the Law, DIFC Law No. 5 of 2018 as at 12 November 2018.

OC PLC is primarily engaged as an international engineering and construction contractor focused on large-scale infrastructure, complex industrial and high-end commercial projects in the United States, Middle East, Africa and Central Asia for public and private clients.

## 2. Basis of preparation

### 2.1 General

The interim consolidated financial statements for the six month period ended 30 June 2019 have been prepared in accordance with IAS 34 'Interim Financial Reporting' and do not include all the information and disclosures required in the annual financial statements. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since 1 January 2019.

The interim consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 December 2018. The accounting principles used are the same as those used in the consolidated financial statements for the year ended 31 December 2018, except as explained below in note 3.

The interim consolidated financial statements have been prepared on the historical cost basis, except when otherwise indicated.

The financial year of OC PLC commences on 1 January and ends on 31 December.

These interim consolidated financial statements are presented in US dollars ('USD'), which is OC PLC's presentation currency. All values are rounded to the nearest tenth million ("in millions of USD"), except when stated otherwise.

The interim consolidated financial statements have been authorised for issue by the Company's Board of Directors on 26 August 2019.

## 3. New accounting standards and policies

Except as described below, the accounting policies applied in these interim financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 December 2018.

The changes in accounting policies are also expected to be reflected in the Group's consolidated financial statements as at and for the year ending 31 December 2019.

The Group has initially adopted IFRS 16 Leases from 1 January 2019.

### Leases

The Group has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and the effect of initial application is recognized in retained earnings at 1 January 2019.

On transition to IFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 was not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after 1 January 2019.

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
  - i. the Group has the right to operate the asset; or
  - ii. the Group designed the asset in a way that predetermines how and for what purpose it will be used.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Component's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets in 'property, plant and equipment' and lease liabilities in 'trade and other payables' in the statement of financial position.

## Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 4. Critical accounting judgement, estimates and assumptions

There were no significant changes in critical accounting judgement, estimates and assumptions compared to the interim consolidated financial statements for the year ended 31 December 2018.

## 5. Financial risk and capital management

### Overview

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

These risks arise from exposures that occur in the normal course of business and are managed on a consolidated company basis. This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

### Risk management framework

Senior management has an overall responsibility for the establishment and oversight of the Group's risk management framework. The Board is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by the Internal Audit Department. The Internal Audit Department undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

### 5.1 Exposure to credit risk

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. The carrying amount of financial assets represents the maximum credit exposure. With respect to transactions with financial institutions, the group sets limits to the credit worthiness rating of the counterparty. The maximum credit risk is the carrying amount of financial instruments, for an overview reference is made to the tables financial instruments by category.

The major exposure to credit risk at the reporting date was as follows:

\$ millions	Note	30 June 2019	31 December 2018
Trade and other receivables (excluding prepayments)	(8)	1,216.0	1,249.4
Contract work in progress	(12)	761.2	526.7
Cash and cash equivalents (excluding cash on hand)	(13)	396.4	401.8
<b>Total</b>		<b>2,373.6</b>	<b>2,177.9</b>

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The major exposure to credit risk for trade and other receivables by geographic region was as follows:

\$ millions	30 June 2019	31 December 2018
Middle East and Africa	837.1	880.3
Asia and Oceania	157.0	148.7
Europe and United States	221.9	220.4
<b>Total</b>	<b>1,216.0</b>	<b>1,249.4</b>

## 5.2 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. This is also safeguarded by using multiple financial institutions in order to mitigate any concentration of liquidity risk.

The availability of cash is monitored internally at Group level, on an ongoing basis by the corporate treasury department. In addition management prepared at closing date a cash flow projection to assess the ability of the Group to meet its obligations.

The following are the contractual maturities of financial liabilities, including estimated interest payments and exclude the impact of netting arrangements.

At 31 December 2018 \$ millions	Note	Carrying amount	Contractual cash flow	6 months or less	6–12 months	1–5 years
<b>Financial liabilities</b>						
Loans and borrowings	(17)	375.3	416.0	217.2	196.2	2.6
Trade and other payables	(18)	1,068.7	1,068.7	1,025.7	-	43.0
Advanced payments from construction contracts		606.0	606.0	606.0	-	-
<b>Total</b>		<b>2,050.0</b>	<b>2,090.7</b>	<b>1,848.9</b>	<b>196.2</b>	<b>45.6</b>

At 30 June 2019 \$ millions	Note	Carrying amount	Contractual cash flow	6 months or less	6–12 months	1–5 years
<b>Financial liabilities</b>						
Loans and borrowings	(17)	328.6	366.9	184.9	179.7	2.3
Trade and other payables (excluding lease obligation)	(18)	1,162.0	1,162.0	1,118.4	-	43.6
Lease obligation	(18)	14.4	17.3	1.1	2.1	14.1
Advanced payments from construction contracts		805.7	805.7	805.7	-	-
<b>Total</b>		<b>2,310.7</b>	<b>2,351.9</b>	<b>2,110.1</b>	<b>181.8</b>	<b>60.0</b>

The interest on floating rate loans and borrowings is based on forward interest rates at period-end. This interest rate may change as the market interest rate changes.

## 5.3 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Group is exposed to foreign currency risk arising in separate ways:

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## Foreign exchange translation exposure

Due to the Group's international presence, OC PLC's Financial Statements are exposed to foreign exchange fluctuations as these affect the translation of the subsidiaries' assets and liabilities presented in foreign currencies to the US dollar (the Group's presentation currency). The currencies concerned are mainly Egyptian Pound, Algerian Dinar and Euro. Foreign exchange translation exposure is considered a part of doing business on an international level; this risk is not actively managed, nor is it hedged.

OC PLC is not exposed to Saudi Riyal, UAE Dirham and Qatar Riyal. These currencies are pegged to the US dollar.

## Foreign exchange transaction exposure

The Group entities predominantly execute their activities in their respective functional currencies. Some Group subsidiaries are, however, exposed to foreign currency risks in connection with the scheduled payments in currencies that are not their functional currencies. In general this relates to foreign currency denominated supplier payables due to project procurement, capital expenditures and receivables. The Group monitors the exposure to foreign currency risk arising from operating activities.

The Group is exposed to foreign exchange transaction exposure to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of Group companies. The functional currencies of Group companies are primarily Euro, US Dollar, Egyptian Pound, Saudi Riyal, Algerian Dinar and UAE Dirham.

The Group uses foreign exchange contracts to manage its foreign exchange transaction exposure. No hedge accounting is applied; therefore all fair value changes are recognised in profit and loss.

The summary of quantitative data about the Group's exposure to foreign exchange transaction exposure provided to management of the Group based on its risk management policy for the main currencies was as follows:

At 31 December 2018 \$ millions	EUR	EGP
Cash and cash equivalents (including loans and borrowings)	65.4	21.2
Trade and other receivables	16.6	134.2
Trade and other payables	(30.5)	(81.7)

  

At 30 June 2019 \$ millions	EUR	EGP
Cash and cash equivalents (including loans and borrowings)	112.7	57.1
Trade and other receivables	2.9	113.2
Trade and other payables	(2.5)	(94.3)

## Significant rates

The following significant exchange rates were applied during the six month period ended 30 June 2019:

	Average 2019	Closing 30 June 2019	Opening 1 January 2019
Egyptian pound	0.0579	0.0598	0.0558
Saudi riyal	0.2665	0.2659	0.2666
Arabic Emirates Dirham	0.2723	0.2723	0.2723
Algerian Dinar	0.0084	0.0084	0.0085
Euro	1.1324	1.1368	1.1427

The following tables demonstrate the sensitivity to a reasonably possible change in EUR and EGP exchange rates, with all other variables

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities, including inter company positions. The Group's exposure to foreign currency changes for all other currencies is not material.

As of 30 June 2019, if the functional currencies had strengthened/weakened by 10 percent against the Euro and 10 percent against the Egyptian Pound with all other variables held constant, the translation of foreign currency receivables, payables and loans and borrowings that would have resulted in an increase/decrease of USD 18.9 million of the profit of the six month period ended 30 June 2019 (31 December 2018: USD 12.5 million)

31 December 2018 \$ millions	Change in FX rate*	Effect on profit before tax**	Effect on equity**
EUR - USD	10%	5.1	39.5
EGP - USD	10%	7.4	-

---

30 June 2019 \$ millions	Change in FX rate*	Effect on profit before tax**	Effect on equity**
EUR - USD	10%	11.3	39.3
EGP - USD	10%	7.6	-

\* Determined based on the volatility of last year for the respective currencies

\*\* Effects are displayed in absolute amounts

## Interest rate risk

The Group's cash flow interest rate risks arise from the exposure to variability in future cash flows of floating rate financial instruments. The Group reviews its exposure in light of global interest rate environment after consulting with a consortium of global banks.

The Group calculates the impact on profit or loss of a defined interest rate shift. The same interest rate shift is used for all currencies. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

\$ millions	In basis points	30 June 2019	31 December 2018
Effect on profit before tax for the coming year	+100 bps	(3.8)	(4.1)
	- 100 bps	3.8	4.1

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly lower volatility than in prior years.

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## Categories of financial instruments

		30 June 2019		31 December 2018	
	Note	Financial assets / liabilities at amortized cost	Derivatives at fair value	Financial assets / liabilities at amortized cost	Derivatives at fair value
Assets					
Trade and other receivables	(8)	1,226.9	-	1,258.3	-
Contracts work in progress	(12)	761.2	-	526.7	-
Cash and cash equivalents	(13)	397.8	-	402.5	-
Total		2,385.9	-	2,187.5	-
Liabilities					
Loans and borrowings	(17)	328.6	-	375.3	-
Trade and other payables (excluding lease obligation)	(18)	1,162.0	-	1,068.7	-
Advanced payments construction contracts		805.7	-	606.0	-
Total		2,296.3	-	2,050.0	-

All financial instruments are in the fair value hierarchy category level 2, there were no transfers between the fair value hierarchy categories.

## 5.4 Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Equity consists of ordinary shares, share premium retained earnings and non-controlling interest of the Group. The Board of Directors monitors the return on capital as well as the level of dividends to ordinary shareholders. The Group's net debt to equity ratio at the reporting date was as follows:

\$ millions	Note	30 June 2019	31 December 2018
Loans and borrowings	(17)	328.6	375.3
Less: cash and cash equivalents	(13)	397.8	402.5
<b>Net debt</b>		<b>(69.2)</b>	<b>(27.2)</b>
<b>Total equity</b>		<b>528.3</b>	<b>471.5</b>
<b>Net debt to equity ratio</b>		<b>(0.13)</b>	<b>(0.06)</b>

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 6. Property, plant and equipment

\$ millions	Land	Buildings	Equipment	Fixtures and fittings	Under construction	Total
Cost	5.8	72.3	250.9	126.0	5.1	<b>460.1</b>
Accumulated depreciation	-	(28.2)	(189.1)	(83.5)	-	<b>(300.8)</b>
At 1 January 2019	<b>5.8</b>	<b>44.1</b>	<b>61.8</b>	<b>42.5</b>	<b>5.1</b>	<b>159.3</b>
Movements in the carrying amount:						
Additions purchased during the period	-	13.2	13.4	5.9	1.0	33.5
Disposals	(0.1)	(2.6)	(1.0)	(0.5)	-	(4.2)
Depreciation	-	(2.7)	(12.3)	(9.8)	-	(24.8)
Transfers	-	-	0.3	(0.3)	-	-
Effect of movement in exchange rates	0.6	2.9	4.4	2.6	0.1	10.6
At 30 June 2019	0.5	10.8	4.8	(2.1)	1.1	15.1
Cost	6.3	85.8	259.4	131.5	6.2	489.2
Accumulated depreciation	-	(30.9)	(192.8)	(91.1)	-	(314.8)
At 30 June 2019	6.3	54.9	66.6	40.4	6.2	174.4

'Property, plant and equipment' comprise owned and leased assets:

\$ millions	2019
Owned assets	<b>160.0</b>
Right to use	14.4
At 30 June	<b>174.4</b>

The information about 'Right to use' for which assets of the Group is presented below:

\$ millions	Buildings	Equipment	Total
Cost	13.1	3.4	<b>16.5</b>
Depreciation	(1.4)	(0.7)	<b>(2.1)</b>
At 30 June 2019	<b>11.7</b>	<b>2.7</b>	<b>14.4</b>

## 7. Goodwill

\$ millions	Goodwill
Cost	13.8
At 1 January 2019	13.8
Movements in the carrying amount:	
Additions	-
Impairment	-
At 30 June 2019	-
Cost	13.8
Impairment	-
At 30 June 2019	13.8

On 31 July 2012, the Group acquired the Weitz Company LLC, a United States general contractor based in Des Moines, Iowa, resulting in USD 12.4 million of goodwill. The transaction was completed on 12 December 2012. On 2 April 2015, the Group acquired Alico resulting in USD 1.4 million of goodwill.



# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Goodwill is tested for impairment in the fourth quarter of the year.

## 8. Trade and other receivables

\$ millions	30 June 2019	31 December 2018
Trade receivables (gross)	590.1	646.0
Allowance for trade receivables	(11.8)	(11.9)
<b>Trade receivables (net)</b>	<b>578.3</b>	<b>634.1</b>
Trade receivables due from related parties (Note 26)	51.6	52.2
Prepayments	10.9	8.9
Other tax receivable	53.6	74.5
Supplier advanced payments	179.8	176.7
Other investments	5.2	6.3
Retentions	191.2	179.9
Other receivables	156.3	125.7
<b>Total</b>	<b>1,226.9</b>	<b>1,258.3</b>
Non-current	15.0	15.2
Current	1,211.9	1,243.1
<b>Total</b>	<b>1,226.9</b>	<b>1,258.3</b>

The carrying amount of 'Trade and other receivables' as at 30 June 2019 approximates its fair value.

Prepayments relate for the largest part to the amounts prepaid to sub-contractors, retentions related for the largest part to amounts withheld by customers resulting from contractual clauses.

The aging of gross trade receivables at the reporting date is as follows:

\$ millions	30 June 2019	31 December 2018
Neither past due nor impaired	365.4	409.8
Past due 1 - 30 days	11.0	29.5
Past due 31 - 90 days	30.7	21.6
Past due 91 - 360 days	92.0	110.1
More than 360 days	91.0	75.0
<b>Total</b>	<b>590.1</b>	<b>646.0</b>

Management believes that the amounts are collectible in full, based on historic payment behavior and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The movement in the allowance for impairment in respect of trade receivables during the six month period ended 30 June 2019 was as follows:

\$ millions	2019	2018
At 1 January	(11.9)	(27.1)
Provision formed	(0.5)	(0.1)
Provision no longer required	0.9	-
Exchange rates differences and other	(0.3)	16.0
At 30 June	(11.8)	(11.2)

## 9. Equity accounted investees

The following table shows the movement in the carrying amount of the Group's associates and joint ventures:

\$ millions	2019	2018
At 1 January	419.5	421.8
Share in results	17.7	56.3
Dividends	(22.8)	(43.2)
Effect of movement in exchange rates	6.3	(15.4)
At 30 June / 31 December	420.7	419.5

The entity disclosed under 'Equity accounted investees' that is significant to the Group is BESIX.

### BESIX Group (BESIX)

Established in 1909 in Belgium, BESIX is a global multi-service group offering engineering, procurement and construction (EPC) services. BESIX operates in the construction, real estate and concession sectors in 15 countries focusing on Europe, Africa, the Middle East and Australia. Their core construction competencies include buildings, infrastructure and environmental projects, industrial civil engineering, maritime and port works and real estate development. In addition to EPC services, BESIX is active in real estate development and holds concessions in several Public Private Partnerships (PPP) and design, build, finance, and maintain/operate (DBFM) contracts, through which it develops, operates and maintains projects.

The below table summarizes the financial information of BESIX based on the percentage of interest the Group has in it:

BESIX Group 50% \$ millions	2019	2018
Assets	1,628.3	1,529.6
Liabilities	(1,235.4)	(1,135.1)
Net assets at 30 June / 31 December	392.9	394.5
Construction revenue	947.3	787.8
Construction cost	(931.3)	(763.4)
Net profit at 30 June	16.0	24.4

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The Group has interests in a number of equity accounted investees including the following:

Name	Parent	Country	Participation %
BESIX Group	OC IHC3 B.V.	Belgium	50.0
Medrail Ltd.	Orascom Construction Holding Cyprus	UAE	50.0
Egyptian Gypsum Company	UHC	Egypt	28.3
Sidra Medical Center (see note 25)	Contract Cyprus	Qatar	45.0
Todd Sargent Weitz LLC	The Weitz Group	USA	50.0
Watts - Webcor Obayashi	Contract Watts Inc	USA	34.0
National Pipe Company	OCI Construction Egypt OCI Egypt	Egypt	40.0
El Yamama	OCI Construction	KSA	50.0
Orasqualia, Orasqualia for Construction S.A.E. and Orasqualia for Maintenance	OCI Egypt	Egypt	50.0

The following table summarizes the financial information of the Orascom Construction Group's share on equity accounted investees including BESIX, El Yamama, National Pipe Company, all of Weitz's associates, Egyptian Gypsum Company and Sidra Medical Centre:

\$ millions	2019	2018
Assets	1,684.8	1,585.1
Liabilities	(1,264.1)	(1,165.6)
Net assets at 30 June / 31 December	420.7	419.5
Income	954.2	794.4
Expenses	(936.5)	(769.5)
Net profit at 30 June	17.7	24.9

## Transaction between Group entities and associates / joint ventures

There are no significant transactions between entities of the group and the associates / joint ventures, except for the investments in and the dividends received from these associates and joint ventures.

## 10. Income taxes

### 10.1 Income tax in the statement of profit or loss

The income tax on profit before income tax amounts to USD 22.0 million (30 June 2018: USD 33.1 million) expense and can be summarized as follows:

\$ millions	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Current tax	(22.9)	(12.7)	(35.8)	(21.4)
Deferred tax	0.9	1.0	2.7	2.1
Total income tax in profit or loss	(22.0)	(11.7)	(33.1)	(19.3)

### 10.2 Reconciliation of effective tax rate

OC PLC's operations are subject to income taxes in various foreign jurisdictions, the statutory income tax rates vary from 0.0% to 28.0%.

Reconciliation of the effective tax rate can be summarized as follows:

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

\$ millions	June 2019	%	June 2018	%
Profit before income tax	<b>89.2</b>		<b>120.1</b>	
Tax calculated at weighted average group tax rate	<b>(34.6)</b>	<b>38.8</b>	<b>(35.2)</b>	29.3
Recognised in deferred tax asset	<b>0.9</b>	<b>(1.0)</b>	2.7	(2.2)
Other	<b>11.7</b>	<b>(13.2)</b>	(0.6)	0.5
Total income tax in profit or loss	<b>(22.0)</b>	<b>24.6</b>	<b>(33.1)</b>	<b>27.6</b>

## 10.3 Deferred income tax assets and liabilities

The majority of the deferred tax assets of USD 36.4 million (31 December 2018: USD 35.9 million) relate to carried forward tax losses. The carried forward losses recognized in the statement of financial position is expected to be realized in the period 2019-2024.

## 11. Inventory

\$ millions	30 June 2019	31 December 2018
Finished goods	<b>13.4</b>	11.1
Raw materials and consumables	<b>266.0</b>	238.7
Fuels and others	<b>6.2</b>	6.1
Real estate	<b>29.7</b>	27.4
Total	<b>315.3</b>	<b>283.3</b>

During the six month period ended 30 June 2019, the total write-downs amount to USD 10.2 million (31 December 2018: USD 9.8 million), which all related to raw materials.

The real estate relates to the land owned by Suez industrial Development Company in Egypt, which owns and develops an industrial park.

## 12. Contracts work in progress / billing in excess of construction contracts

\$ millions	30 June 2019	31 December 2018
Costs incurred on incomplete contracts (including estimated earnings)	<b>20,430.8</b>	17,848.1
Less: billings to date (Net)	<b>(20,028.6)</b>	(17,732.2)
Total	<b>402.2</b>	<b>115.9</b>

Presented in the consolidated statements of financial position as follows:

Construction contracts in progress - current assets	<b>761.2</b>	526.7
Billing in excess on construction contracts - current liabilities	<b>(359.0)</b>	(410.8)
Total	<b>402.2</b>	<b>115.9</b>

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 13. Cash and cash equivalents

\$ millions	30 June 2019	31 December 2018
Cash on hand	1.4	0.7
Bank balances	366.7	368.3
Restricted funds	5.5	6.5
Restricted cash	24.2	27.0
<b>Total</b>	<b>397.8</b>	<b>402.5</b>

### Restricted funds

The restricted amounts mostly relate to letters of credits of Orascom E&C (USD 4.7 million) and to letters of guarantee of OCI Algeria (USD 0.1 million), Alico (USD 0.1 million), and United Holding Company (USD 0.6 million).

### Restricted cash

Restricted cash relates to amounts withheld in relation to amounts restricted for use for an amount of USD 24.2 million as collateral against loans.

## 14. Share capital

The movements in the number of shares (nominal value USD 1 per share) can be summarized as follows:

	2019	2018
At 1 January	116,761,379	116,761,379
At 30 June / 31 December - fully paid	116,761,379	116,761,379
At 30 June / 31 December (in millions of USD)	116.8	116.8

The shareholders of the Company at the Extraordinary General Meeting (EGM) held on 9 May 2018, approved the resolution passed by the Board of Directors for reducing the share premium of the Company with USD 281.3 million.

## 15. Reserves

\$ millions	Currency translation	Total
At 1 January 2018	(318.8)	(318.8)
Currency translation differences	(16.8)	(16.8)
At 31 December 2018	<b>(335.6)</b>	<b>(335.6)</b>
At 1 January 2019	<b>(335.6)</b>	<b>(335.6)</b>
Currency translation differences	28.3	28.3
At 30 June 2019	<b>(307.3)</b>	<b>(307.3)</b>

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 16. Non-controlling interest

\$ million	United Holding Company	Orascom Saudi	Suez Industrial Development	Other individual insignificant entities	Total
Non-controlling interest percentage	<b>43.5%</b>	<b>40.0%</b>	<b>39.5%</b>		
Non-current assets	5.5	0.2	4.4	4.8	14.9
Current assets	35.6	110.8	19.7	3.0	169.1
Non-current liabilities	-	(1.0)	(10.9)	(0.1)	(12.0)
Current liabilities	(21.6)	(102.6)	(5.8)	(2.4)	(132.4)
<b>Net assets as of 31 December 2018</b>	<b>19.5</b>	<b>7.4</b>	<b>7.4</b>	<b>5.3</b>	<b>39.6</b>
Revenue	<b>21.7</b>	<b>10.6</b>	<b>2.8</b>	<b>2.3</b>	<b>37.4</b>
Profit	3.9	(1.3)	1.0	0.9	4.5
Other comprehensive income	(0.1)	-	-	(0.2)	(0.3)
<b>Total comprehensive income for the 6 month period ended 30 June 2018</b>	<b>3.8</b>	<b>(1.3)</b>	<b>1.0</b>	<b>0.7</b>	<b>4.2</b>

30 June 2019 \$ million	United Holding Company	Orascom Saudi	Suez Industrial Development	Other individual insignificant entities	Total
Non-controlling interest percentage	<b>43.5%</b>	<b>40.0%</b>	<b>39.5%</b>		
Non-current assets	7.2	-	5.5	4.0	16.7
Current assets	47.4	109.8	21.0	3.0	181.2
Non-current liabilities	-	(1.0)	(12.0)	(0.1)	(13.1)
Current liabilities	(29.1)	(102.9)	(5.5)	(2.7)	(140.2)
<b>Net assets</b>	<b>25.5</b>	<b>5.9</b>	<b>9.0</b>	<b>4.2</b>	<b>44.6</b>
Revenue	<b>29.0</b>	<b>6.4</b>	<b>1.0</b>	<b>2.8</b>	<b>39.2</b>
Profit	4.4	(1.4)	1.0	1.7	5.7
Other comprehensive income	1.6	-	0.5	0.1	2.2
<b>Total comprehensive income</b>	<b>6.0</b>	<b>(1.4)</b>	<b>1.5</b>	<b>1.8</b>	<b>7.9</b>

## 17. Loans and borrowings

Borrowing Company	Interest rate	Date of maturity	Long term portion	Short term portion	Bank facilities	Total
Orascom Construction	USD: LIBOR + 2.28 - 4.00% EUR: LIBOR + 2.21 - 5.00% EGP: Corridor 17.25 - 20.75%	Annual	-	-	286.1	286.1
Orascom Saudi	Saibor + 3.00%	Annual	-	26.2	-	26.2
Orascom Construction Industries- Algeria	Fixed 6.97%	04/2019	-	15.2	-	15.2
The Weitz Group, LLC	Multiple rates	Multiple	2.3	12.3	-	14.6
Contrack Watts Inc	LIBOR + 2.5%	Annual	-	-	24.9	24.9
Other	Multiple rates	-	-	-	8.3	8.3
<b>Total as of 31 December 2018</b>			<b>2.3</b>	<b>53.7</b>	<b>319.3</b>	<b>375.3</b>

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Borrowing Company	Interest rate	Date of maturity	Long term portion	Short term portion	Bank facilities	Total
Orascom Construction	USD: LIBOR + 2.28 - 4.00% EUR: LIBOR + 2.21 - 5.00% EGP: Corridor 17.25 - 20.75%	Annual	-	-	264.0	264.0
Orascom Saudi	Saibor + 3.00%	Annual	-	26.1	-	26.1
Orascom Construction Industries- Algeria	Fixed 6.97%	10/2019	-	4.8	-	4.8
The Weitz Group, LLC	Multiple rates	Multiple	2.0	0.6	-	2.6
Contrack Watts Inc	LIBOR + 2.5%	Annual	-	-	10.9	10.9
Other	Multiple rates	-	-	9.7	10.5	20.2
Total as of 30 June 2019			2.0	41.2	285.4	328.6

Information about the Group's exposure to interest rate, foreign currency and liquidity risk is disclosed in the financial risk and capital management paragraph in Note 5. The fair value of loans and borrowings approximates the carrying amount.

Certain covenants apply to the aforementioned borrowings.

## 18. Trade and other payables

\$ millions	30 June 2019	31 December 2018
Trade payables	428.2	438.9
Trade payables due to related party (Note 26)	6.3	4.4
Other payables	157.4	95.3
Accrued expenses	444.0	376.8
Deferred revenues	5.7	4.5
Other tax payables	11.0	34.5
Lease obligation	14.4	-
Retentions payables	105.6	111.1
Employee benefit payables	3.8	3.2
<b>Total</b>	<b>1,176.4</b>	<b>1,068.7</b>
Non-current	54.1	43.0
Current	1,122.3	1,025.7
<b>Total</b>	<b>1,176.4</b>	<b>1,068.7</b>

Information about the Group's exposure to currency and liquidity risk is included in Note 5. The carrying amount of 'Trade and other payables' approximated the fair value.

Retentions payable relate to amounts withheld from sub-contractors.

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 19. Provisions

\$ millions	Warranties	Onerous contracts	Other (including claims)	Total
At 1 January 2018	15.7	15.5	31.1	62.3
Provision formed	-	2.4	47.5	49.9
Provision used	(0.1)	(2.3)	(3.7)	(6.1)
Provision no longer required	(0.1)	-	(2.5)	(2.6)
Others	-	-	0.6	0.6
Effect of movement in exchange rates	(0.6)	(0.1)	(0.1)	(0.8)
At 31 December 2018	<b>14.9</b>	<b>15.5</b>	<b>72.9</b>	<b>103.3</b>

\$ millions	Warranties	Onerous contracts	Other (including claims)	Total
At 1 January 2019	14.9	15.5	72.9	103.3
Provision formed	-	0.1	10.3	10.4
Provision used	-	(0.5)	(1.3)	(1.8)
Provision no longer required	-	(3.5)	(2.6)	(6.1)
Others	0.3	(0.7)	0.5	0.1
Effect of movement in exchange rates	0.3	0.6	0.9	1.8
At 30 June 2019	<b>15.5</b>	<b>11.5</b>	<b>80.7</b>	<b>107.7</b>

### Warranties

The warranties are based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

### Other (including claims)

The Group is involved in various litigations and project related disputes. In cases where it is probable that the outcome of the proceedings will be unfavorable, and the financial outcome can be measured reliably, a provision has been recognized. Reference is made to Note 25 for detailed information with respect to major ongoing litigations and claims.

## 20. Cost of sales and selling, general and administrative expenses

### i. Expenses by nature

\$ millions	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Changes in raw materials and consumables, finished goods and work in progress	1,026.6	554.8	1,062.0	517.6
Employee benefit expenses (ii)	282.1	139.4	278.0	144.6
Depreciation, amortization	24.8	11.8	19.6	10.3
Maintenance and repairs	20.1	9.7	17.6	13.4
Consultancy expenses	5.3	2.6	5.7	4.9
Other	24.5	13.2	38.0	20.2
Total	<b>1,383.4</b>	<b>731.5</b>	<b>1,420.9</b>	<b>711.0</b>

The expenses by nature comprise 'cost of sales' and 'selling and general and administrative expenses'.



# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## ii. Employee benefit expenses

\$ millions	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Wages and salaries	235.6	116.3	236.4	117.7
Social securities	2.0	1.0	1.9	0.9
Employee profit sharing	0.9	0.5	3.5	1.8
Pension cost	3.1	1.6	3.4	1.7
Other employee expenses	40.5	20.0	32.8	22.5
<b>Total</b>	<b>282.1</b>	<b>139.4</b>	<b>278.0</b>	<b>144.6</b>

During the six months period ended 30 June 2019, the average number of staff employed in the Group converted into full-time equivalents amounted to 24,838 permanent and 49,441 temporary employees.

A Long-Term Incentive Plan ("LTIP") to attract, motivate and retain key employees in the organization by providing market competitive compensation packages has been put in place in June 2016. Under the plan target awards will be granted annually to executives and senior management and employees in critical positions or high performers. These awards will carry a 3-year vesting period. They will be focused on EBITDA, cash flow from operations and share performance. The plan is cash-settled; no transfer of equity instruments will take place under this plan.

## 21. Other income

\$ millions	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Net gain on sale of property, plant and equipment	0.5	0.2	0.4	0.2
Scrap and other	4.8	1.5	6.3	2.4
<b>Total</b>	<b>5.3</b>	<b>1.7</b>	<b>6.7</b>	<b>2.6</b>

## 22. Net finance cost

\$ millions	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Interest income on financial assets measured at amortized cost	4.6	2.2	9.3	5.1
Foreign exchange gain	3.6	0.6	4.9	3.5
<b>Finance income</b>	<b>8.2</b>	<b>2.8</b>	<b>14.2</b>	<b>8.6</b>
Interest expense on financial liabilities measured at amortized cost	(32.2)	(15.7)	(9.4)	(5.0)
Fair value loss on derivatives	-	-	-	0.1
Foreign exchange loss	(22.1)	(11.2)	(2.3)	8.4
<b>Finance cost</b>	<b>(54.3)</b>	<b>(26.9)</b>	<b>(11.7)</b>	<b>3.5</b>
<b>Net finance cost recognized in profit or loss</b>	<b>(46.1)</b>	<b>(24.1)</b>	<b>2.5</b>	<b>12.1</b>

The above finance income and finance cost include the following interest income and expense in respect of assets (liabilities) not measured at fair value through profit or loss:

\$ millions	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Total interest income on financial assets	4.6	2.2	9.3	5.1
Total interest expense on financial liabilities	(32.2)	(15.7)	(9.4)	(5.0)

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 23. Earnings per share

### i. Basic

	the six months ended 30 June 2019	the three months ended 30 June 2019	the six months ended 30 June 2018	the three months ended 30 June 2018
Net Profit attributable to shareholders (million USD)	61.5	31.3	82.5	50.6
Number of ordinary share (million)	116.8	116.8	116.8	116.8
Basic earnings per ordinary share (USD)	0.53	0.27	0.71	0.43

## 24. Segment reporting

The Group determines and presents operating segments on the information that internally is provided to the Chief Executive Officer during the period. The Group has three reportable segments, as described below. Each of the segments is managed separately because they require different operating strategies and use their own assets and employees. Factors used to identify The Group's reportable segments, are a combination of factors and whether operating segments have been aggregated and types of products and services from which each reportable segment derives its revenues.

### Business information for the period ended 30 June / 31 December 2018

\$ millions	MENA	USA	Besix	Total
Total revenue	965.1	541.8	-	1,506.9
Share in income of equity accounted investees	0.6	(0.1)	24.4	24.9
Depreciation and amortization	(18.4)	(1.2)	-	(19.6)
Interest income (including gain on derivatives)	9.1	0.2	-	9.3
Interest expense (including loss on derivatives)	(8.5)	(0.9)	-	(9.4)
Profit before tax for the 6 month ended 30 June	105.5	(9.8)	24.4	120.1
Investment in PP&E as at 31 December	49.7	0.5	-	50.2
Non-current assets as at 31 December	196.6	52.6	394.5	643.7
Total assets as at 31 December	2,253.7	451.2	394.5	3,099.4
Total liabilities as at 31 December	2,213.2	414.7	-	2,627.9

### Business information for the six month period ended 30 June 2019

\$ millions	MENA	USA	Besix	Total
Total revenue	1,116.7	379.0	-	1,495.7
Share in income of equity accounted investees	1.8	(0.1)	16.0	17.7
Depreciation and amortization	(21.8)	(3.0)	-	(24.8)
Interest income (including gain on derivatives)	4.5	0.1	-	4.6
Interest expense (including loss on derivatives)	(31.1)	(1.1)	-	(32.2)
Profit before tax	72.7	0.5	16.0	89.2
Investment in PP&E	17.1	16.4	-	33.5
Non-current assets	201.8	65.6	392.9	660.3
Total assets	2,552.0	401.8	392.9	3,346.7
Total liabilities	2,475.6	342.8	-	2,818.4

Segment revenues have been presented based on the location of the entity which is managing the contracts.

BESIX is presented as part of 'equity accounted investees', therefore in the above schedule only the income from equity accounted investees

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

and the asset value are reflected. For further information with respect to liabilities, revenues and cost, reference is made to note 9.

The geographic information above analyses the Group's revenue and non-current assets by the Company where the activities are being operated. The Orascom Construction Group has customers that represent 10 percent or more of revenues:

Percentage	30 June 2019	30 June 2018
Egyptian Government	64%	51%
US Federal Government	7%	10%

## 25. Contingencies

### 25.1 Contingent liabilities

#### 25.1.1 Letters of guarantee / letters of credit

Letters of guarantee issued by banks in favor of others as at 30 June 2019 amount to USD 1,286.2 million (31 December 2018: USD 1,164.7). Outstanding letters of credit as at 30 June 2019 (uncovered portion) amount to USD 78.2 million (31 December 2018: USD 56.7 million).

Certain of our sub-holdings have put general performance guarantees for the execution of more significant projects by our subsidiaries.

As of 30 June 2019, mechanic liens have been received in respect of two of our US projects for a total of USD 58.7 million (31 December 2018: USD 58.7 million). During August, outstanding liens have been decreased to around USD 5 million.

#### 25.1.2 Litigations and claims

In the ordinary course of business, the Group entities and joint ventures are involved in some arbitration or court cases as defendants or claimants. These litigations are carefully monitored by the entities' management and legal counsels, and are regularly assessed with due consideration for possible insurance coverage and recourse rights on third parties. OC PLC does not expect these proceedings to result in liabilities that have a material effect on the company's financial position. In cases where it is probable that the outcome of the proceedings will be unfavourable, and the financial outcome can be measured reliably, a provision has been recognized in the financial statements which is disclosed in note 19 'Provisions'. It should be understood that, in light of possible future developments, such as: (a) potential additional lawsuits, (b) possible future settlements, and (c) rulings or judgments in pending lawsuits, certain cases may result in additional liabilities and related costs. At this point in time, OC PLC cannot estimate any additional amount of loss or range of loss in excess of the recorded amounts with sufficient certainty to allow such amount or range of amounts to be meaningful. Moreover, if and to the extent that the contingent liabilities materialize, they are typically paid over a number of years and the timing of such payments cannot be predicted with confidence. While the outcome of said the cases, claims and disputes cannot be predicted with certainty, we believe, based upon legal advice and information received, that the final outcome will not materially affect our consolidated financial position but could be material to our results of operations or cash flows in any one accounting period.

#### 25.1.3 Sidra Medical Center

The contract for the design and build of the Sidra Medical and Research Centre in Doha, Qatar, was awarded by the Qatar Foundation for Education, Science & Community Development (the "Foundation") in February 2008 to the associate owned by Obrascón Huarte Lain (55%) and Contrack (45%), for a total contract value of approximately USD 2.4 billion. The project was more than 95% complete and is not part of the Construction Group's backlog as the project is accounted for under the equity method.

In July 2014, the consortium received a Notice of Termination from the Foundation. On 23 July 2014, the Foundation commenced arbitration proceedings against the associate by serving a Request for Arbitration with the ICC (seat in London) dated 23 July 2014. Procedural hearings and expert meetings took place, with the substantive hearing being held 23 October 2017 to 17 November 2017. In February 2018, the Arbitral Tribunal issued a partial award in respect of certain variation claims and defects, and further agreed that questions of quantum as well as the remaining matters in dispute will be addressed in three long hearings, two that were held in April/May and October/November 2018, and upcoming hearings, including for procedural matters, scheduled to be held beginning January 2020 and beyond.

In August 2017, the Foundation again served a Request for Arbitration, this time in parallel proceedings against OCI SAE with the ICC (seat in London). The claims made by the Foundation in this new arbitration arise in connection with a Parent Company Guarantee (the "PCG") issued by OCI SAE on 7 February 2018. The Foundation alleged that the terms of the PCG protect it in respect of liabilities and obligations

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

of Contrack (Cyprus) Limited on the Project. The Foundation has not yet specified the amount/s that it claims against OCI under the PCG. OCI filed its Answer to the Request for Arbitration on 9 November 2017 asserting lack of jurisdiction, premature and inadmissible claim, and that the PCG has expired. The Terms of Reference were signed on 22 January 2018, and the Tribunal issued its first Procedural Order on 12 March 2018. The Foundation filed its Statement of Case on 23 April 2018, and OCI filed its Statement of Defence on 15 August 2018. At this time, the Tribunal has not ordered the parties to take any further substantive steps.

## 25.1.4 Iowa Fertilizer Project

A subcontractor involved in the main mechanical and electrical erection of the Downstream Plant at the Iowa fertilizer project filed proceedings before the courts of Davenport, Iowa, against OEC regarding part of the scope of works. The claim was filed by MEI on 19 February 2017, seeking recovery of outstanding applications for payment (plus interest); retainage on paid invoices; a small tools and consumables conversion claim; and a diminution claim. OEC denied it had any obligation to pay MEI on the basis that MEI had performed defective work and/or had not completed its works, and filed a counterclaim.

A hearing was held beginning 24 September 2018, in the Southern District of Iowa court, and spanned over three weeks before a federal judge and jury. On 12 October 2018, the jury rendered a verbal verdict. The verdict was in favour of MEI for an amount of USD 62.5 million plus interest. In relation to this dispute a settlement has been finalised with MEI in the second half of August. All outstanding liens on the Iowa Fertilizer project have been released.

## 26. Related party transactions

The following is a list of significant related party transactions and outstanding amounts:

Related party	Relation	Revenue transactions during the period ended 30 June 2018	AR and loan outstanding at year ended 31 December 2018	Purchases transactions during the period ended 30 June 2018	AP and advances outstanding at year ended 31 December 2018
Medrail	Equity accounted investee	-	5.2	-	-
Iowa fertilizer Company	Related via Key Management personnel	5.8	30.8	-	-
Natgasoline	Related via Key Management personnel	123.6	2.8	-	-
OCI N.V.	Related via Key Management personnel	-	1.1	-	2.4
OCI SAE "fertilizer"	Related via Key Management personnel	-	5.1	-	-
Other		-	7.2	-	2.0
<b>Total</b>		<b>129.4</b>	<b>52.2</b>	<b>-</b>	<b>4.4</b>

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Related party	Relation	Revenue transactions during the period ended 30 June 2019	AR and loan outstanding at period ended 30 June 2019	Purchases transactions during the period ended 30 June 2019	AP and advances outstanding at period ended 30 June 2019
Medrail	Equity accounted investee	-	4.0	-	-
Iowa fertilizer Company	Related via Key Management personnel	-	30.8	-	-
Natgasoline	Related via Key Management personnel	(3.5)	0.2	-	-
OCI N.V.	Related via Key Management personnel	-	1.1	-	2.4
OCI SAE "fertilizer"	Related via Key Management personnel	-	5.6	-	-
Other		0.6	9.9	-	3.9
<b>Total</b>		<b>(2.9)</b>	<b>51.6</b>	<b>-</b>	<b>6.3</b>

In addition to the related party transactions in the table above, the company incurs certain operating expenses for immaterial amounts in relation to services provided by related parties.

## 26.1 Demerger of Construction and Engineering business

### 26.1.1 General

The demerger from OCI N.V. was completed successfully in March 2015, with the listing of shares on Nasdaq Dubai as of 9 March 2015 and a secondary listing on the Egyptian Exchange as of 11 March 2015.

After the demerger, OCI N.V. and OC PLC each operate as separately listed companies. There are no cross-directorships, other than Jérôme Guiraud who is a non-executive director in both. The senior management teams of OCI N.V. and OC PLC are different and all agreements between the two companies are executed based on agreed terms.

Services between OCI N.V. and OC PLC Group entities in the areas of accounting, treasury, information technology, etc, are payable on a cost-plus basis.

OC PLC and OCI N.V. are party to continuing commercial arrangements. The existing commercial arrangements were entered into on agreed terms and are not materially different from the terms on which OC PLC has contracted with other customers. The most relevant are listed below:

### 26.1.2 Conditional sale agreement

On 5 February 2015, OC IHC 4 B.V. (a subsidiary of OC PLC) and OCI MENA B.V. (a subsidiary of OCI N.V.) entered into an Agreement for the Conditional Sale and Purchase of the Share Capital of Construction Egypt. Under the Conditional Sale Agreement, OCI MENA B.V. has agreed to sell to OC IHC 4 B.V. all of the shares it will receive as a result of the Egypt Demerger. These shares (the Construction Egypt Shares) will be shares in an Egyptian joint stock company (Construction Egypt) which, as a result of the Egypt Demerger, will hold the construction projects and construction business of Orascom Construction Industries S.A.E in the Middle East and North Africa which, in order to comply with local law and regulation, cannot be transferred to OC PLC prior to completion of the Demerger. The transfer of the Construction Egypt Shares will be conditional on the completion of the Egypt Demerger, the approval of Egyptian Financial Supervisory Authority ("EFSA") regarding the issue of the Construction Egypt shares to OCI MENA B.V. and incorporation of Construction Egypt. In addition, OCI MENA B.V. commits to appoint management personnel in the construction operations, such personnel to be nominated by OC IHC 4 B.V.; to appoint accounting personnel responsible for the preparation of the carve out financials of the construction operations, such personnel to be nominated by OC IHC 4 B.V., and to vote on the board of directors of Orascom Construction Industries S.A.E. in matters related to the construction operations based on the recommendation of OC IHC 4 B.V. The Conditional Sale Agreement also provides for the economic benefits/liabilities of the Construction Egypt Shares including the underlying Relevant Construction Projects (together with the right to any dividends) to pass from OCI MENA B.V. to

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

OC IHC 4 B.V. with effect from the date of the Conditional Sale Agreement as if such shares had been in existence since 30 September 2014. This transfer of economic benefit will remain in force until the earlier of completion of the Egypt Demerger and transfer of the Construction Egypt Shares to the Company and completion of all of the Relevant Construction Projects, while any new awards are sought through wholly-owned subsidiaries of OC PLC.

## 26.1.3 Tax indemnity agreement

On 6 February 2015, OC PLC and Orascom Construction Industries S.A.E. (a subsidiary of OCI N.V.) entered into a tax indemnity agreement which sets out the obligations of the parties in respect of the tax claim lodged by the tax authorities in Egypt relating to the sale of the Orascom Construction Industries S.A.E.'s cement business to Lafarge SA in 2007. The parties have agreed that, to the extent that any liability is incurred by Orascom Construction Industries S.A.E. in relation to the Tax Claim (including the costs of dealing with the Tax Claim), this will be shared between the parties on a 50%/50% basis. In addition, to the extent that any recoveries, including interests, are made in relation to the Tax Claim, these will be shared between the parties on a 50%/50% basis (excluding the amount of EGP 2.5 billion for which it was announced that the rights will be transferred to Tahya Misr social fund in Egypt).

## 26.2 OCI Foundation and Sawiris Foundation

The OCI Foundation invests company resources in educational programs that improve the communities in which the company operates. OCI has cultivated strong ties with several leading universities, including the University of Chicago (Onsi Sawiris Scholars Exchange Program), Stanford (The American Middle Eastern Network Dialogue) and Yale (Master of Advanced Management program and Global Network for Advanced Management program).

Furthermore, the Sawiris Foundation for Social Development also provides grants to fund projects implemented by charitable organizations, educational institutions, local government and private business.

## 27. Remuneration of the Board of Directors (Key management personnel)

During the 6 month period ended 30 June 2019, we considered the members of the Board of Directors (Executive and Non-executive) and the senior management to be the key management personnel as defined in IAS 24 'Related parties'. The total remuneration of the key-management personnel amounts for the six month period ended 30 June 2019 to an amount of around USD 5.0 million.

# NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## 28. List of principal subsidiaries, associates and joint ventures

Companies	Country	Percentage of interest	Consolidation method
Cementech Limited	BVI	100.00	Full
Orascom Construction Industries Algeria Spa	Algeria	99.90	Full
IMAGRO Construction SRL	Italy	49.90	Full
BESIX Group SA	Belgium	50.00	Equity
Aluminium & Light Industries Co Ltd	Egypt	100.00	Full
OCI Construction Limited	Cyprus	100.00	Full
Orascom Construction	Egypt	100.00	Full
Orascom Road Construction	Egypt	99.98	Full
Orasqualia for the Development of the Wastewater Treatment Plant	Egypt	50.00	Equity
National Steel Fabrication	Egypt	99.90	Full
Suez Industrial Development Company	Egypt	60.50	Full
Orascom Saudi Company	Kingdom of Saudi Arabia	60.00	Full
Contrack Watts Inc	USA	100.00	Full
Orascom E&C USA	USA	100.00	Full
Orascom Construction USA Inc	USA	100.00	Full
Orascom Investments	Netherlands	100.00	Full
The Weitz Group LLC	USA	100.00	Full
Orascom for Wind Energy	Egypt	100.00	Full

On 21 May 2019, the shareholders' at the Annual General Meeting had approved a dividend of USD 0.30 per share amounting to USD 35 million. Payment has taken place on 25 July 2019.

Furthermore, OC PLC has various holding companies in the Netherlands and the countries it operates in.

**Dubai, UAE, 26 August 2019**

The Orascom Construction PLC Board of Directors,

Jérôme Guiraud	Chairman
Osama Bishai	Chief Executive Officer
Sami Haddad	Member
Khaled Bichara	Member
Johan Beerlandt	Member
Wiktor Sliwinski	Member

**ORASCOM CONSTRUCTION PLC**  
(the **Company**)

*Summary of the Board Resolutions*

A meeting of the board of directors of the Company was held on 26 August 2019. After due and careful consideration, **IT WAS RESOLVED** that:

- (a) that the financial statements of the Company for the period ended 30 June 2019 be approved.



Orascom Construction PLC  
("the Company")

Separate interim financial statements (unaudited)  
*For the six month period ended 30 June 2019*

# Orascom Construction PLC (“the Company”)

## Separate interim financial statements (unaudited)

*For the six month period ended 30 June 2019*

<b><i>Contents</i></b>	<b><i>Page</i></b>
Independent auditors’ report on review of condensed separate interim financial statements	1 - 2
Separate statement of profit or loss and other comprehensive income	3
Separate statement of financial position	4
Separate statement of cash flows	5
Separate statement of changes in equity	6
Notes to the separate financial statements	7 - 27



KPMG LLP  
Unit No. 819, Liberty House,  
DIFC, Dubai, UAE  
Tel. +971 (4) 403 0300, Fax +971 (4) 330 1515

## **Independent Auditors' Report on Review of Condensed Separate Interim Financial Statements**

To the Shareholders of Orascom Construction PLC (formerly Orascom Construction Limited)

### **Introduction**

We have reviewed the accompanying 30 June 2019 condensed separate interim financial statements of Orascom Construction PLC (formerly Orascom Construction Limited) ("the Company"), which comprise:

- the condensed separate statement of financial position as at 30 June 2019;
- the condensed separate statements of profit or loss and other comprehensive income for the three-month and six-month periods ended 30 June 2019;
- the condensed separate statement of changes in equity for the six-month period ended 30 June 2019;
- the condensed separate statement of cash flows for the six-month period ended 30 June 2019; and
- notes to the condensed separate interim financial statements.

Management is responsible for the preparation and presentation of these condensed separate interim financial statements in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on these condensed separate interim financial statements based on our review.

### **Scope of Review**

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 30 June 2019 condensed separate interim financial statements are not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting'.

KPMG LLP  
Dubai, United Arab Emirates



Freddie Edward Cloete  
Partner

Date: 26 August 2019

# Orascom Construction PLC

## Separate statement of profit or loss and other comprehensive income for the three month and six month periods ended 30 June 2019

		Six month period ended 30 June		Three month period ended 30 June	
	Note	2019 USD (Unaudited)	2018 USD (Unaudited)	2019 USD (Unaudited)	2018 USD (Unaudited)
General and administrative expenses	6	(4,993,391)	(8,098,856)	(2,234,113)	(4,654,047)
Gain on waiver of related party loan	12	6,194,893	-	3,224,893	-
Finance income	7	8,452,605	7,204,068	3,695,171	4,188,825
Finance expenses	8	(716,848)	(1,367,558)	(194,348)	(749,487)
Impairment loss on loans due from related parties	12(ii)	(5,769,539)	-	(3,076,584)	-
Other income		-	790,200	-	-
<b>Profit / (loss) for the period</b>		<b>3,167,720</b>	<b>(1,472,146)</b>	<b>1,415,019</b>	<b>(1,214,709)</b>
<i>Other comprehensive income for the period</i>		-	-	-	-
<b>Total comprehensive income / (loss) for the period</b>		<b>3,167,720</b>	<b>(1,472,146)</b>	<b>1,415,019</b>	<b>(1,214,709)</b>

The notes on pages 7 to 27 form an integral part of these separate interim financial statements.

The independent auditors' report on review of separate interim financial statements is set out on pages 1 and 2.

# Orascom Construction PLC

## Separate statement of financial position as at 30 June 2019

	Note	30 June 2019 USD (Unaudited)	31 December 2018 USD (Audited)
<b>Non-current assets</b>			
Investment in subsidiaries	9	787,817,170	787,817,170
Loans due from related parties	12	46,876,634	94,851,548
		<u>834,693,804</u>	<u>882,668,718</u>
<b>Current assets</b>			
Prepayments and other receivables	10	165,597	213,630
Due from related parties	12	1,354,542	537,328
Cash in hand and at banks	11	245,276	1,259,818
		<u>1,765,415</u>	<u>2,010,776</u>
<b>Total assets</b>		<u><u>836,459,219</u></u>	<u><u>884,679,494</u></u>
<b>Liabilities and shareholder's equity</b>			
<b>Shareholder's equity</b>			
Share capital	14	116,761,379	116,761,379
Share premium		483,025,196	483,025,196
Retained earnings		172,442,945	204,303,639
		<u>772,229,520</u>	<u>804,090,214</u>
<b>Non-current liabilities</b>			
Loans due to related parties	12	20,808,321	70,715,784
<b>Current liabilities</b>			
Accounts payable and accrued expenses	13	875,366	3,416,688
Due to related parties	12	7,517,598	6,456,808
Dividend payable	15	35,028,414	-
		<u>43,421,378</u>	<u>9,873,496</u>
<b>Total liabilities</b>		<u><u>64,229,699</u></u>	<u><u>80,589,280</u></u>
<b>Total liabilities and shareholder's equity</b>		<u><u>836,459,219</u></u>	<u><u>884,679,494</u></u>

The notes on pages 7 to 27 form an integral part of these separate interim financial statements.

These separate interim financial statements were approved by the Board of Directors and authorised for issue on 26 August 2019 and signed on their behalf by:

  
Director

The independent auditors' report on review of separate interim financial statements is set out on pages 1 and 2.

# Orascom Construction PLC

## Separate statement of cash flows for the six month period ended 30 June 2019

	<i>Note</i>	<b>30 June 2019 USD (Unaudited)</b>	<b>30 June 2018 USD (Unaudited)</b>
<b>Operating activities</b>			
Net profit / (loss) for the period		<b>3,167,720</b>	(1,472,146)
<i>Adjustments for:</i>			
Impairment loss on loans due from related parties	12(ii)	<b>5,769,539</b>	-
Finance expenses	8	<b>706,829</b>	1,355,577
Depreciation		-	229,956
Gain on waiver of related party loan	12	<b>(6,194,893)</b>	-
Finance income	7	<b>(8,452,605)</b>	(7,204,068)
		<b>-----</b>	<b>-----</b>
		<b>(5,003,410)</b>	(7,090,681)
Change in prepayments and other receivables	10	<b>48,033</b>	111,897
Change in due from related parties	12	<b>(817,214)</b>	(144,185)
Change in accounts payable and accrued expenses	13	<b>(2,541,322)</b>	(427,002)
Change in due to related parties	12	<b>1,060,790</b>	240,430
		<b>-----</b>	<b>-----</b>
<i>Net cash used in operating activities</i>		<b>(7,253,123)</b>	(7,309,541)
		<b>-----</b>	<b>-----</b>
<b>Investing activities</b>			
Net movement in loan due from related parties	12	<b>(146,771)</b>	5,011,956
		<b>-----</b>	<b>-----</b>
<i>Net cash (used in) / generated from investing activities</i>		<b>(146,771)</b>	5,011,956
		<b>-----</b>	<b>-----</b>
<b>Financing activities</b>			
Net movement in loan due to related parties	12	<b>6,385,352</b>	2,327,311
		<b>-----</b>	<b>-----</b>
<i>Net cash generated from financing activities</i>		<b>6,385,352</b>	2,327,311
		<b>-----</b>	<b>-----</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>(1,014,542)</b>	29,726
Cash and cash equivalents at the beginning of the period		<b>1,259,818</b>	2,034,292
		<b>-----</b>	<b>-----</b>
<b>Cash and cash equivalents at the end of the period</b>	11	<b>245,276</b>	2,064,018
		<b>=====</b>	<b>=====</b>

The notes on pages 7 to 27 form an integral part of these separate interim financial statements.

The independent auditors' report on review of separate interim financial statements is set out on pages 1 and 2.

# Orascom Construction PLC

## Separate statement of changes in equity

For the six month period ended 30 June 2019

	Share capital USD	Share premium USD	(Accumulated losses) / Retained earnings USD	Total USD
Balance at 1 January 2018 (Audited)	116,761,379	764,325,196	(10,656,462)	870,430,113
<i>Total comprehensive loss for the period</i>				
Loss for the period	-	-	(1,472,146)	(1,472,146)
<i>Transactions with owners, recognised directly in equity</i>				
Reduction of share premium (refer note 16)	-	(281,300,000)	281,300,000	-
Dividends declared and paid (refer note 15)	-	-	(30,000,000)	(30,000,000)
Balance at 30 June 2018 (Unaudited)	116,761,379	483,025,196	239,171,392	838,957,967
Balance at 1 January 2019 (Audited)	116,761,379	483,025,196	204,303,639	804,090,214
<i>Total comprehensive income for the period</i>				
Profit for the period	-	-	3,167,720	3,167,720
<i>Transactions with owners, recognised directly in equity</i>				
Dividends declared (refer note 15)	-	-	(35,028,414)	(35,028,414)
<b>Balance at 30 June 2019 (Unaudited)</b>	<b>116,761,379</b>	<b>483,025,196</b>	<b>172,442,945</b>	<b>772,229,520</b>

The notes on pages 7 to 27 form an integral part of these separate interim financial statements.



# Orascom Construction PLC

## Notes

*(forming part of the separate financial statements)*

### **1 Legal status and principal activities**

Orascom Construction PLC (“the Company”) is a Public Company, incorporated and registered in the Dubai International Financial Centre. The Company is dual listed on NASDAQ Dubai and the Egyptian Exchange. The registered address of the Company is P.O. Box 507031, Dubai International Financial Centre, Dubai, United Arab Emirates.

The Company was incorporated on 18 January 2015 as Orascom Construction Limited, a Company limited by shares and subsequently converted to a Public Company under the DIFC Law No. 5 of 2018.

The principal activity of the Company is holding investments.

The Company has 100 percent interest in Orascom Holding Cooperatief U.A. (“OHC”) which is the parent company of other subsidiaries operating in the construction sector.

In 2017, the Company acquired in 100 percent interest in Orascom Holding Limited.

### **2 Basis of preparation**

#### ***Statement of compliance***

These separate financial statements have been prepared in accordance with the International Accounting Standard (“IAS”) 34, Interim Financial Reporting.

#### ***Separate financial statements of the Company***

The Company acts as a holding company for several subsidiaries mainly operating in the construction sector. The Company and its subsidiaries are collectively referred to as “the Group”. These separate financial statements present the financial performance and position of the Company only and do not include the operating results and financial position of the subsidiaries. In these financial statements, the investments in subsidiaries are stated at cost less provision for impairment losses (refer accounting policy on impairment) in accordance with International Accounting Standard 27 *Consolidated and Separate Financial Statements*. In order to have a more comprehensive understanding of the results of operations, financial position, changes in equity and cash flows, the consolidated interim financial statements of the Group for the six month period ended 30 June 2019 issued separately on 26 August 2019 should be referred to.

#### ***Basis of measurement***

These separate financial statements have been prepared under the historical cost basis.

#### ***Functional and presentation currency***

These financial statements are presented in US Dollars (“USD”), which is the Company’s functional currency.

#### ***Use of estimates and judgments***

The preparation of these separate financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

# Orascom Construction PLC

## Notes (continued)

### 2 Basis of preparation (continued)

#### *Use of estimates and judgments (continued)*

These estimates and associated assumptions are based on historic experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgement about the carrying value of assets and liabilities that are not readily apparent from the other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of assumptions, estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the separate financial statements are discussed in note 20.

### 3 New accounting standards and policies

Except as described below, the accounting policies applied in these separate interim financial statements are the same as those applied in the Company's separate financial statements as at and for the year ended 31 December 2018.

The changes in accounting policies are also expected to be reflected in the separate financial statements as at and for the year ending 31 December 2019.

The Company has initially adopted IFRS 16 *Leases* from 1 January 2019.

#### *Leases*

The Company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and the effect of initial application is recognised in retained earnings at 1 January 2019.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 was not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after 1 January 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

# Orascom Construction PLC

## Notes (continued)

### 3 New accounting standards and policies (continued)

#### *Leases (continued)*

- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
  - i. the Company has the right to operate the asset; or
  - ii. the Company designed the asset in a way that predetermines how and for what purpose it will be used.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, and the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets in 'property and equipment' and lease liabilities in 'trade and other payables' in the statement of financial position.

# Orascom Construction PLC

## Notes (continued)

### 3 New accounting standards and policies (continued)

#### *Leases (continued)*

Short term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### *IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers*

During the previous year, the Company had adopted IFRS 9 Financial instruments and IFRS 15 Revenue from Contracts with Customers which were applicable from 1 January 2018. IFRS 9 and IFRS 15 do not have significant effect on the Company's separate interim financial statements.

### 4 Significant accounting policies

The accounting policies set out below, which comply with IFRS, have been applied consistently to all periods presented in these financial statements in dealing with items which are considered material in relation to these separate financial statements.

#### *Investment in subsidiaries*

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Investment in subsidiaries is stated at cost less any provision for impairment.

#### *Share premium and treasury shares*

Share premium is the excess amount received over the par value of the shares. Incremental costs directly attributable to the issue of new shares are recognised in equity as a deduction, net of tax, from the proceeds. When ordinary shares are repurchased, the amount of the consideration paid, which includes directly attributable costs, net of tax effects, is classified as treasury shares on the statement of changes in equity. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in 'Treasury shares', and the resulting surplus or deficit on the transaction is presented in share premium.

#### *Retained earnings*

The amount included in retained earnings includes accumulated profits and reduced by dividends, and also include transfers of share premium. Dividends are recognised as a liability and deducted from equity when they are approved by the Company's shareholders. Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting date. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

#### *Finance income*

Finance income include interest charged on loans due from related parties and net foreign exchange gain. Interest income is recognised as it accrues, using the effective interest rate method.

# Orascom Construction PLC

## Notes (continued)

### 4 Significant accounting policies (continued)

#### *Finance expense*

Finance expense include interest incurred on loans due to related parties, net foreign exchange losses and bank charges. Interest expense is recognised as it accrues, using the effective interest rate method.

#### *Financial instruments*

##### *Recognition and initial measurement*

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

##### *Classification and subsequent measurement*

#### **Financial assets**

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI) – debt investment; FVOCI – equity investment; or fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

# Orascom Construction PLC

Notes *(continued)*

## 4 Significant accounting policies (continued)

### *Financial instruments (continued)*

#### *Classification and subsequent measurement (continued)*

### **Financial assets (continued)**

#### **Financial assets – Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL

#### **Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

# Orascom Construction PLC

Notes (continued)

## 4 Significant accounting policies (continued)

### *Financial instruments (continued)*

#### *Classification and subsequent measurement (continued)*

#### **Financial assets (continued)**

#### **Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest**

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

#### **Subsequent measurement – financial assets**

##### *Financial assets at FVTPL*

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

##### *Financial assets at amortised cost*

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses (see accounting policy on impairment). Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

##### *Debt investment at FVOCI*

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

##### *Equity investment at FVOCI*

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

#### **Financial liabilities – Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

Any gain or loss on derecognition is also recognised in profit or loss.

# Orascom Construction PLC

## Notes (continued)

### 4 Significant accounting policies (continued)

#### *Financial instruments (continued)*

##### *Derecognition*

##### **Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

##### **Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

##### *Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

##### ***Impairment of assets***

##### *Non-derivative financial assets*

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company recognises loss allowances for ECLs on:

- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets.

Loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.



# Orascom Construction PLC

Notes (continued)

## 4 Significant accounting policies (continued)

### *Impairment of assets (continued)*

#### *Non-derivative financial assets (continued)*

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Company measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company considers a financial asset to be in default when:

- the trade receivable is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

#### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

#### *Credit-impaired financial assets*

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

#### *Presentation of impairment*

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is recognised in OCI, instead of reducing the carrying amount of the asset.

Impairment losses related to trade and other receivables, including contract assets, are presented separately in the statement of profit or loss and OCI.

# Orascom Construction PLC

## Notes (continued)

### 4 Significant accounting policies (continued)

#### *Impairment of assets (continued)*

##### *Derivative financial assets*

Derivative financial assets are measured at fair value and the Company investigates whether the counterparty creditworthiness gives rise to an impairment.

##### *Non-financial assets*

Non-financial assets that have an indefinite useful life, for example goodwill, are not subject to amortization but are tested annually for impairment or more frequently when indicators arise. Assets with a finite useful life are subject to depreciation or amortization and are reviewed (at least at the balance sheet date) for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. An impairment loss is recognised for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped based on the lowest level for which there are separately identifiable cash flows (cash-generating units). Impairment is recognised as an expense in profit or loss. Non-financial assets, which are impaired, are tested periodically to determine whether the recoverable amount has increased and the impairment has to be (partially) reversed. Impairment losses on goodwill are not reversed. Reversal of impairments is only permitted if in a subsequent period after an impairment loss has been recognised, the amount of the impairment loss decreases and the decrease can be related objectively to an event after the impairment loss was recognised.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise bank balances, cash in hand and deposits with maturities of three months or less from the acquisition date (original maturity) that are subject to an insignificant risk of changes in their fair value and are used by the Company in the management of its short-term commitments.

##### *Provisions*

A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

##### *Foreign currencies*

Transactions in foreign currencies are translated into functional currency of the Company at the exchange rates at the dates of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

# Orascom Construction PLC

Notes (continued)

## 5 Financial risk management and capital management

### *Overview*

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework and is responsible for developing and monitoring the Company's risk management policies.

### *Credit risk*

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations which arise principally from the Company's amounts due from related parties, loans due from related parties, other receivables and cash at banks. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each of its related parties. The Company's cash is placed with banks of repute.

The Company establishes an allowance for impairment that represents its estimate of expected losses with respect to amounts due from related parties and loans due from related parties.

### *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk mainly relates to accounts payable and accrued expenses, dividends payable, loans due to related parties and amounts due to related parties. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

### *Market rate risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

### *Currency risk*

Currency risk is the risk that the value of a financial instrument will fluctuate due to the changes in foreign exchange rates. The principal currencies in which these transactions are primarily denominated in Egyptian pound and Euro.

### *Interest rate risk*

Interest rate risk arises from the possibility that changes in interest rates will affect the net finance income / cost of the Company. The Company has exposure to interest rate risk on loans due from and loans due to related parties on which interests are charged at agreed upon rates.

# Orascom Construction PLC

Notes (continued)

## 5 Financial risk management and capital management (continued)

### Market rate risk (continued)

#### Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of change in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The Company has no significant exposure to price risk.

#### Capital management

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of change in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to the shareholders or issue new shares.

#### Fair value

The fair value of the financial assets and liabilities of the Company approximate their carrying values as at the reporting date.

## 6 General and administrative expenses

	Six month period ended		Three month period ended	
	30 June 2019	30 June 2018	30 June 2019	30 June 2018
	USD	USD	USD	USD
Salaries and wages	2,927,043	6,198,098	1,339,197	3,304,908
Consultancy fees	878,203	923,052	254,749	646,991
Expenses recharged from a related party (refer note 12)	638,902	-	381,019	-
Rent	116,154	116,154	58,077	58,077
Travel	101,920	83,800	61,182	34,970
Communication	15,757	15,257	8,188	7,928
Others	315,412	762,495	131,701	601,173
	-----	-----	-----	-----
	4,993,391	8,098,856	2,234,113	4,654,047
	=====	=====	=====	=====

## 7 Finance income

	Six month period ended		Three month period ended	
	30 June 2019	30 June 2018	30 June 2019	30 June 2018
	USD	USD	USD	USD
Interest on loans due from related parties (refer note 12)	6,644,430	6,782,263	3,070,463	3,396,961
Foreign exchange gain - net	1,808,175	421,805	624,708	791,864
	-----	-----	-----	-----
	8,452,605	7,204,068	3,695,171	4,188,825
	=====	=====	=====	=====

# Orascom Construction PLC

Notes (continued)

## 8 Finance expenses

	Six month period ended		Three month period ended	
	30 June 2019	30 June 2018	30 June 2019	30 June 2018
	USD	USD	USD	USD
Interest on loans due to related parties (refer note 12)	706,829	1,355,577	189,810	739,677
Bank charges	10,019	11,981	4,538	9,810
	-----	-----	-----	-----
	716,848	1,367,558	194,348	749,487
	=====	=====	=====	=====

## 9 Investment in subsidiaries

	30 June 2019	31 December 2018
	USD	USD
Orascom Holding Cooperatief U.A.	930,297,276	930,297,276
Orascom Holding Limited	50,000	50,000
	-----	-----
	930,347,276	930,347,276
Less: Provision for impairment (refer note (i) below)	(142,530,106)	(142,530,106)
	-----	-----
	787,817,170	787,817,170
	=====	=====

- (i) On 31 December 2018, management assessed the recoverable amount of its investment in Orascom Holding Cooperatief U.A. (“OHC”). The impairment assessment was performed taking into consideration OHC and its downstream subsidiaries as a single Cash Generating Unit (“CGU”).

The recoverable amount of the investment in subsidiary was estimated based on its value in use, by aggregating the present value of net cash flows of each segment within the OHC Group. In arriving at the estimated cash flows, the following post-tax discount and terminal growth rates were used.

Segment	Post – tax discount rate	Terminal growth rates
Middle and North Africa Region (MENA Region)	18.5%	2.5%
United States of America Region (USA Region)	8.3%	1.9%
BESIX	9.1%	0%

Based on the assessment, an impairment of USD 142,530,106 was recognised as of 31 December 2018.

## 10 Prepayments and other receivables

	30 June 2019	31 December 2018
	USD	USD
Prepayments	106,254	154,287
Deposits	59,343	59,343
	-----	-----
	165,597	213,630
	=====	=====

# Orascom Construction PLC

Notes (continued)

## 11 Cash in hand and at banks

	30 June 2019 USD	31 December 2018 USD
Cash in hand	2,723	-
Cash at banks	242,553	1,259,818
	-----	-----
	245,276	1,259,818
	=====	=====

## 12 Related party transactions

The Company, in the ordinary course of business, enters into transactions with other business enterprises that fall within the definition of a related party as contained in International Accounting Standard No. 24. These transactions are carried out at mutually agreed rates. The significant transactions with related parties during the period were as follows:

	Six month period ended		Three month period ended	
	30 June 2019 USD	30 June 2018 USD	30 June 2019 USD	30 June 2018 USD
Interest income on loans due from related parties (refer note 7)	6,644,430	6,782,263	3,070,463	3,396,961
Gain on waiver of related party loan (refer note (i) below)	6,194,893	-	3,224,893	-
Expenses paid by related parties on behalf of the Company	1,539,178	1,930,838	713,055	1,336,253
Interest expense on loans due to related parties (refer note 8)	706,829	1,355,577	189,810	739,677
Expenses recharged from a related party (refer note 6)	638,902	-	381,019	-
	=====	=====	=====	=====

- (i) In the current period, the Company obtained a loan from Cementech Limited, a related party, amounting to USD 6.2 million. Based on the intercompany loan settlement agreement between the Company and Cementech Limited, the full loan amount of USD 6.2 million was waived off during the period. Accordingly, an amount of USD 6.2 million was recognised as gain on waiver of related party loan.

### Key management remuneration

The Company considers the members of the Board of Directors (Executive and Non-executive), and the senior management to be the key management personnel of the Company.

The remuneration of the key management for the period is as follows:

	Six month period ended		Three month period ended	
	30 June 2019 USD	30 June 2018 USD	30 June 2019 USD	30 June 2018 USD
Salaries and benefits	300,000	300,000	150,000	150,000
	=====	=====	=====	=====

# Orascom Construction PLC

Notes (continued)

## 12 Related party transactions (continued)

				30 June 2019			31 December 2018		
	Relationship	Interest terms	Repayment terms	Current portion USD	Non-current portion USD	Total USD	Current portion USD	Non-current portion USD	Total USD
<b>Loans due from related parties</b>									
OCI Construction Holding Cyprus	Subsidiary	refer note (a)	receivable on 31 December 2025	-	89,051,699	89,051,699	-	83,604,110	83,604,110
Orascom Construction SAE	Subsidiary	refer note (b)	receivable on 31 December 2020	-	26,827,476	26,827,476	-	25,522,743	25,522,743
Orascom Holding Cooperatief U.A. (refer note (iii))	Subsidiary	refer note (c)	receivable on 31 December 2025	-	20,049,158	20,049,158	-	-	-
OCI Saudi Arabia	Subsidiary	refer note (d)	receivable on 31 December 2020	-	16,835,592	16,835,592	-	16,513,642	16,513,642
OCI Construction International B.V. (refer note (iii))	Subsidiary	refer note (c)	receivable on 31 December 2020	-	-	-	-	69,328,805	69,328,805
Total loans due from related parties				-	152,763,925	152,763,925	-	194,969,300	194,969,300
Less: Provision for doubtful accounts (refer to note (ii) below)				-	(105,887,291)	(105,887,291)	-	(100,117,752)	(100,117,752)
Loans due from related parties				-	46,876,634	46,876,634	-	94,851,548	94,851,548
<b>Due from related parties</b>									
Orascom Holding Limited	Subsidiary	no interest	receivable on demand	770,189	-	770,189	15,975	-	15,975
The Weitz Company, LLC	Subsidiary	no interest	receivable on demand	352,219	-	352,219	352,219	-	352,219
Orascom Saudi	Subsidiary	no interest	receivable on demand	232,134	-	232,134	169,134	-	169,134
				1,354,542	-	1,354,542	537,328	-	537,328
<b>Loans due to related parties</b>									
OCI Construction Limited	Subsidiary	refer note (e)	payable on 31 December 2025	-	16,939,379	16,939,379	-	16,744,708	16,744,708
NSF Global Limited.	Subsidiary	refer note (f)	payable on 31 December 2025	-	3,868,942	3,868,942	-	3,820,588	3,820,588
Orascom Holding Cooperatief U.A. (refer note (iii) below)	Subsidiary	refer note (d)	payable on 31 December 2025	-	-	-	-	50,150,488	50,150,488
				-	20,808,321	20,808,321	-	70,715,784	70,715,784
<b>Due to related parties</b>									
Contrack Watts, Inc.	Subsidiary Related via key management	no interest	payable on demand	4,337,009	-	4,337,009	3,654,727	-	3,654,727
OCI N.V.	personnel	no interest	payable on demand	2,435,691	-	2,435,691	2,449,796	-	2,449,796
Orascom Holding Cooperatief U.A.	Subsidiary	no interest	payable on demand	420,319	-	420,319	352,285	-	352,285
Orascom E&C	Subsidiary	no interest	payable on demand	324,579	-	324,579	-	-	-
				7,517,598	-	7,517,598	6,456,808	-	6,456,808

# Orascom Construction PLC

Notes (continued)

## 12 Related party transactions (continued)

### Interest terms

- (a) The loan carries interest at six months LIBOR rate plus 3.30%.
- (b) The loan due from Orascom Construction SAE comprise the following loans:
  - i. A loan denominated in Egyptian pounds amounting to USD 25,027,404 (31 December 2018: USD 23,722,671) which carries interest at Egyptian Central Bank Mid Corridor rate plus 1%.
  - ii. A loan denominated in US dollars amounting to USD 1,800,072 (31 December 2018: USD 1,800,072) which carries no interest.
- (c) The loan carries interest at one month LIBOR rate plus 3.25%.
- (d) The loan carries interest at one month LIBOR rate plus 1.40%.
- (e) The loan carries interest at one month rate charged by one of the Company's bank plus 0.05%.
- (f) The loan carries interest at one month LIBOR rate plus 0.05%.

### (ii) Provision for doubtful accounts

At the reporting date, a provision of USD 105,887,291 (31 December 2018: USD 100,117,752) was recognised based on management assessment of the recoverable amount for loans due from related parties, taking into consideration the related party's ability to pay.

### (iii) Non-cash settlement agreement

On 1 May 2019, the Company entered in a non-cash settlement agreement with Orascom Holding Cooperatief U.A. ("OHC") and OCI Construction International B.V. ("OCI CI") to settle and transfer the outstanding loan balances with each other. The full amounts of loan due from OCI CI and loan due to OHC on the agreement date amounting to USD 70,665,966 and USD 50,804,748, respectively, were settled. The net impact of the non-cash settlement resulted to recording a new loan amount due from OHC amounting to USD 19,861,218.

## 13 Accounts payable and accrued expenses

	30 June 2019 USD	31 December 2018 USD
Accounts payable	50,348	216,688
Accrued expenses	825,018	3,200,000
	-----	-----
	875,366	3,416,688
	=====	=====

## 14 Share capital

	30 June 2019 USD	31 December 2018 USD
Authorised, issued and paid up capital:		
116,761,379 shares with a par value of USD 1	116,761,379	116,761,379
	=====	=====



# Orascom Construction PLC

## Notes (continued)

### 15 Dividends

The Board of Directors and shareholders approved a dividend of USD 0.30 per share amounting to USD 35,028,414 (30 June 2018: USD 30,000,000). The dividends declared during the current period were paid to shareholders on 25 July 2019.

### 16 Reduction of share premium

On 9 May 2018, the balance in the share premium account was reduced by USD 281.3 million pursuant to the resolution approved by the Board of Directors on 28 June 2018 and approved by the shareholders at extraordinary general meeting held on 9 May 2018. The share premium reduction was used to offset the accumulated losses of the Company.

### 17 Financial instruments

The financial assets of the Company include cash at banks, other receivables, loans due from related parties and amounts due from related parties. The financial liabilities of the Company include accounts payable and accrued expenses, loans due to related parties, amounts due to related parties and dividends payable. Accounting policies for financial assets and liabilities are set out in note 4.

#### *Exposure to credit risk*

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

	30 June 2019 USD	31 December 2018 USD
Loans due from related parties	46,876,634	94,851,548
Due from related parties	1,354,542	537,328
Cash at banks	242,553	1,259,818
Other receivables (excluding prepayments)	59,343	59,343
	-----	-----
	48,533,072	96,708,037
	=====	=====

Management believes that the loans and the amounts due from related parties amounting to USD 46,876,634 and USD 1,354,542, respectively, are fully recoverable and accordingly, no provision for impairment was made. The Company's cash is placed with banks of repute.

#### *Impairment losses*

The movement in provision for doubtful accounts with respect to loans due from related parties during the period / year is as follows:

	30 June 2019 USD	31 December 2018 USD
At 1 January	100,117,752	-
Provision for the period / year (refer note 12)	5,769,539	100,117,752
	-----	-----
At 30 June / 31 December	105,887,291	100,117,752
	=====	=====

# Orascom Construction PLC

## Notes (continued)

### 17 Financial instruments (continued)

#### *Exposure to credit risk (continued)*

#### *Impairment losses (continued)*

Based on the review of the current position and historical default rate of outstanding balances, management believes that existing provision for doubtful accounts is adequate and considers that the balance amount is fully recoverable.

#### *Liquidity risk*

The following are the contractual maturities of financial liabilities including estimated interest payments and excluding the impact of netting arrangements:

	Carrying amount USD	Contractual cash flows USD	1 year or less USD	More than 1 year USD
<b>30 June 2019</b>				
<i>Non-derivative financial liabilities</i>				
Loans due to related parties	20,808,321	21,468,448	-	21,468,448
Due to related parties	7,517,598	7,517,598	7,517,598	-
Dividends payable	35,028,414	35,028,414	35,028,414	-
Accounts payable and accrued expenses	875,366	875,366	875,366	-
	=====	=====	=====	=====
	64,229,699	64,889,826	43,421,378	21,468,448
	=====	=====	=====	=====
	Carrying amount USD	Contractual cash flows USD	1 year or less USD	More than 1 year USD
<b>31 December 2018</b>				
<i>Non-derivative financial liabilities</i>				
Loans due to related parties	70,715,784	72,005,933	-	72,005,933
Due to related parties	6,456,808	6,456,808	6,456,808	-
Accounts payable and accrued expenses	3,416,688	3,416,688	3,416,688	-
	=====	=====	=====	=====
	80,589,280	81,879,429	9,873,496	72,005,933
	=====	=====	=====	=====

#### *Interest rate risk*

At the reporting date, the interest rate profile of the Company's interest bearing financial instruments was:

#### *Variable rate instruments*

	30 June 2019 USD	31 December 2018 USD
Financial assets	150,963,853	193,169,228
Financial liabilities	(20,808,321)	(70,715,784)
	=====	=====
	130,155,532	122,453,444
	=====	=====

# Orascom Construction PLC

## Notes (continued)

### 17 Financial instruments (continued)

#### *Interest rate risk (continued)*

##### *Cash flow sensitivity analysis for variable rate instruments*

A change of 100 basis points in interest rates at the reporting date would have increased/ (decreased) net profit by the amounts shown below. This analysis assumes that all other variables remain constant:

	<b>30 June 2019</b>	
	<b>100 bp increase USD</b>	<b>100 bp decrease USD</b>
Variable rate instruments	<b>1,301,556</b> =====	<b>(1,301,556)</b> =====
	<b>31 December 2018</b>	
	<b>100 bp increase USD</b>	<b>100 bp decrease USD</b>
Variable rate instruments	<b>1,224,534</b> =====	<b>(1,224,534)</b> =====

#### *Currency risk*

The Company's exposure to foreign currency risk as at reporting date is as follows:

	<b>30 June 2019</b>	
	<b>Euro</b>	<b>Egyptian pound</b>
Cash at banks	<b>6,631</b>	<b>394,975</b>
Loans due from related parties	-	<b>418,518,462</b>
Loans due to related parties	<b>(14,900,932)</b>	-
	<b>(14,894,301)</b> =====	<b>418,913,437</b> =====
	<b>31 December 2018</b>	
	<b>Euro</b>	<b>Egyptian pound</b>
Cash at banks	<b>32,870</b>	<b>1,035,619</b>
Loans due from related parties	-	<b>425,137,473</b>
Loans due to related parties	<b>(14,653,634)</b>	-
	<b>(14,620,764)</b> =====	<b>426,173,092</b> =====

# Orascom Construction PLC

Notes (continued)

## 17 Financial instruments (continued)

### Currency risk (continued)

#### Sensitivity analysis

The following foreign exchange rates were applied by the Company during the period/ year:

	Average rate 2019	Spot rate 2019	Average rate 2018	Spot rate 2018
1 Euro	1.1324	1.1368	1.1803	1.1427
1 Egyptian pound	0.0578	0.0598	0.0562	0.0558
	=====	=====	=====	=====

1% strengthening of USD against Egyptian Pound and Euro at reporting date would have increased / (decreased) the net profit by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant:

	30 June 2019 USD	31 December 2018 USD
Euro	(169,318)	(167,071)
Egyptian pound	250,510	237,805
	-----	-----
	81,192	70,734
	=====	=====

## 18 Operating segments

There were no operating segments identified by the management as at the reporting date.

## 19 Contingent liabilities and capital commitments

There were no contingent liabilities as of the reporting date (31 December 2018: Nil). Further, there were no capital commitments as at the reporting date. (31 December 2018: Nil)

## 20 Significant accounting estimates and judgements

The Company makes estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### Impairment of investment in subsidiaries

The Company determines whether investment in subsidiaries is impaired on an annual basis or whenever there is any indication of impairment. This requires estimation of the “value in use” of the cash generating units. Estimating a value in use amount requires management to make an estimate of the expected future cash flows from the cash generating unit and also to choose a suitable discount rate in order to calculate the present value of these cash flows.

# Orascom Construction PLC

## Notes (continued)

### 20 Significant accounting estimates and judgements (continued)

#### *Impairment losses on receivables*

The Company's credit risk is primarily attributable to its loan receivable from related parties and due from related parties. In determining impairment losses, the Company recognises loss allowance for expected credit losses on the financial asset that is measured at amortised cost or FVOCI, trade receivables and a contract asset. At each reporting date, the Company measures the loss allowance for the financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

At each reporting date, the Company assess whether the credit risk on a financial instrument has increased significantly since the initial recognition. When making the assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses.

The Company may assume that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

If reasonable and supportable forward-looking information is available without undue cost or effort, the Company cannot rely solely on past due information when determining whether credit risk has increased significantly since initial recognition. However, when information that is more forward-looking than past due status (either on an individual or a collective basis) is not available without undue cost or effort, the Company may use past due information to determine whether there have been significant increases in credit risk since initial recognition.

Regardless of the way in which the Company assesses significant increases in credit risk, there is a rebuttable presumption that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due. The Company can rebut this presumption if it has reasonable and supportable information that is available without undue cost or effort, that demonstrates that the credit risk has not increased significantly since initial recognition even though the contractual payments are more than 30 days past due. When the Company determines that there have been significant increases in credit risk before contractual payments are more than 30 days past due, the rebuttable presumption does not apply.