Fitch Affirms Petroperu's Foreign Currency Rating at 'BBB+'

Fitch Ratings-Chicago-14 June 2019: Fitch Ratings has affirmed Petroleos del Peru - Petroperu S.A.'s (Petroperu) Long-Term Foreign Currency (FC) Issuer Default Ratings (IDR) at 'BBB+' and Local Currency (LC) IDR at 'A-'. The rating action affects USD2 billion of outstanding notes rated 'BBB+'. The Rating Outlook is Stable.

Petroperu's ratings reflect its ownership by the Peruvian government, the company's strong strategic ties with the state, and its strategic importance to maintaining the country's energy supply. As a state-owned company, Petroperu's FC IDR is strongly linked with the credit profile of the Peruvian sovereign (FC IDR BBB+/ LC IDR A-; Outlook Stable). The government support has been evidenced by multiple recent actions including transferring all of the company's pension liabilities to the state, recovering some value added taxes, and capital injections for the Talara Refinery Modernization Project (PMRT). Additionally, government support can be seen in the Republic of Peru's approval of a financial guarantee of up to USD1 billion to support the financing of the Talara project, precise mechanism by which this guarantee would be activated has not been yet committed, pursuant to Law 30,130.

Petroperu's stand-alone credit profile (SCP) would be in line with a 'b' long-term rating if the company were not own by the state and the Peruvian government were not to provide financial support when needed.

KEY RATING DRIVERS

Government Support: Petroperu ratings reflect its close linkage with Peru's ratings due to the strong government ownership and control and the very strong incentives to support the company is one of the largest liquids fuels suppliers. Petroperu has five refineries and approximately 100,000 barrels per day (mbpd) of throughput capacity. The government of Peru is currently Petroperu's only shareholder. The company's credit linkage to the sovereign is further evidenced by the explicit support of the government through a financial guarantee for up to USD1 billion to finance PMRT.

Weak Capital Structure: Absent implicit and explicit government support, Petroperu's credit

metrics are not consistent with the assigned rating but are in line with a 'b' SCP. As of LTM March 31, 2019, the company reported total debt of USD4.3 billion and high leverage as measured by total net debt-to-EBITDA of 19.2x. Gross leverage will continue to exceed 14x in the next 12 months, and is expected to start decreasing in 2021 and onwards after the company completes Talara's new refinery. Fitch expects Petroperu's capital structure to remain pressured and in line with its 'b' SCP after completion of the refinery and for its rating to continue to be supported by the company's linkage with Peru.

Operational Cash Flow Volatility: Petroperu's cash flow generation is sensitive to changes in oil prices and certain operational interruptions to its transportation business. Fitch expects this trend to continue while PMRT is still ongoing and for cash flow stability and EBITDA margins to improve after commencement of operations. CFFO is projected to be positive through the rating horizon. FCF is expected to be negative in light of the company's aggressive capex investments. Provided that PMRT is completed with the latest timing guidelines, significant changes to Petroperu's cash flow generation profile are unlikely before 2021.

Regulatory Risk: Petroperu is exposed to different changes in the Peruvian Technical Normativity, which is the primary catalyst for PMRT. During 2010, the prohibition of commercializing diesel with more than 50ppm of sulfur in Lima and Callao, and then extended to other regions. This norm affected Petroperu's costs, reducing gross profit margins from around 15% to/or below 9% after the implementation of the regulation. Consequently, it became necessary for the company to invest a capex of more than USD5 billion, primarily for PMRT, including the expansion of the refinery and the inclusion of the desulfurization unit.

Talara Delay and Costs-overrun: Petroperu has seen modest delays and cost-overruns with PMRT, which are not expected to affect the company's ratings as long as these are not exacerbated. Petroperu now expects its PMRT to commence operations by the end of 2020 and to have cost-overruns of between USD300 million-USD400 million, out of an initial budgeted construction cost of approximately USD4 billion.

DERIVATION SUMMARY

Petroperu's linkage to the sovereign is similar in nature to its peers, namely Petrobras (BB-/Stable) and Ecopetrol (BBB/Negative). It also compares with ENAP (A/Stable), Pemex (BB+/Negative) and PDVSA (RD). These companies all have strong linkages to their respective sovereigns given their strategic importance to each country and the potentially significant negative social and financial implication a default could have for their respective countries.

Petroperu's ratings reflect its close linkage to the government of Peru and the company's fiscal importance to the sovereign and strategic importance to the country. Petroperu's ratings also reflect the company's strong domestic market position, with 40%-50% of the country's refining output. The ratings are constrained by Petroperu's weak capital structure and exposure to political interference risk.

KEY ASSUMPTIONS

Fitch's Key Assumptions Within Our Rating Case for the Issuer

- --Petroperu's ratings assume the implicit support, if needed, from the government given the company's strategic importance;
- --Long-term WTI oil prices trend towards \$55/bbl;
- --2019-2021 capex of USD1.5 billion mainly related to the modernization of the Talara refinery;
- --Additional debt of approximately USD1 billion over the forecast horizon;
- --PMRT completed by end of 2020.

RATING SENSITIVITIES

Developments That May, Individually or Collectively, Lead to Positive Rating Action

--An upgrade of Petroperu could result from an upgrade of the sovereign provided the company's SCP remains unaffected.

Developments That May, Individually or Collectively, Lead to Negative Rating Action

- --A negative rating action could be triggered by a downgrade of the sovereign's rating and/or the perception of a lower degree of linkage between Petroperu and the sovereign.
- --A deterioration of Petroperu's SCP to 'ccc' from its current 'b' level.

LIQUIDITY

Adequate Liquidity: Petroperu's liquidity position is supported by cash on hand and manageable short-term maturities, which are mostly related to working capital financing. As of March 31, 2019, Petroperu reported cash on hand of USD189 million and short-term financial debt totaled USD1.25 billion, which Fitch expects will be rolled over. The company still needs to raise approximately USD1 billion of capital to fund Talara's capex.

FULL LIST OF RATING ACTIONS

Fitch has affirmed the following ratings

Petroleos del Peru - Petroperu S.A.

- --Long-Term Foreign Currency IDR at 'BBB+;
- --Long-Term Local Currency IDR at 'A-';
- --Senior unsecured ratings on notes due 2032 and 2047 at 'BBB+'.

The Rating Outlook is Stable.

Contact:

Primary Analyst
Lucas Aristizabal
Director Senior
+1-312-368-3260
Fitch Ratings, Inc.
70 W. Madison Street
Chicago, IL 60602

Secondary Analyst Paula Bunn Associate Director +1-312-368-3218

Committee Chairperson Daniel R. Kastholm, CFA Managing Director +1-312-368-2070

Date of Relevant Rating Committee: June 13, 2019

Media Relations: Elizabeth Fogerty, New York, Tel: +1 212 908 0526, Email: elizabeth.fogerty@thefitchgroup.com

Additional information is available on www.fitchratings.com

Applicable Criteria

Corporate Rating Criteria (pub. 19 Feb 2019)

Government-Related Entities Rating Criteria (pub. 29 Mar 2019)

Additional Disclosures

<u>Dodd-Frank Rating Information Disclosure Form</u>
<u>Solicitation Status</u>
<u>Endorsement Policy</u>

ALL FITCH CREDIT RATINGS ARE SUBJECT TO CERTAIN LIMITATIONS AND DISCLAIMERS. PLEASE READ THESE LIMITATIONS AND DISCLAIMERS BY FOLLOWING THIS LINK:

HTTPS://WWW.FITCHRATINGS.COM/UNDERSTANDINGCREDITRATINGS. IN ADDITION, RATING DEFINITIONS AND THE TERMS OF USE OF SUCH RATINGS ARE AVAILABLE ON THE AGENCY'S PUBLIC WEB SITE AT WWW.FITCHRATINGS.COM. PUBLISHED RATINGS, CRITERIA, AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. FITCH'S CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTS OF INTEREST, AFFILIATE FIREWALL, COMPLIANCE, AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE CODE OF CONDUCT SECTION OF THIS SITE. DIRECTORS AND SHAREHOLDERS RELEVANT INTERESTS ARE AVAILABLE AT HTTPS://WWW.FITCHRATINGS.COM/SITE/REGULATORY. FITCH MAY HAVE PROVIDED ANOTHER PERMISSIBLE SERVICE TO THE RATED ENTITY OR ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

Copyright © 2019 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved. In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third- party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a

report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed.

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US\$1,000 to US\$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US\$10,000 to US\$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an

Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001 Fitch Ratings, Inc. is registered with the U.S. Securities and Exchange Commission as a Nationally Recognized Statistical Rating Organization (the "NRSRO"). While certain of the NRSRO's credit rating subsidiaries are listed on Item 3 of Form NRSRO and as such are authorized to issue credit ratings on behalf of the NRSRO (see https://www.fitchratings.com/site/regulatory), other credit rating subsidiaries are not listed on Form NRSRO (the "non-NRSROs") and therefore credit ratings issued by those subsidiaries are not issued on behalf of the NRSRO. However, non-NRSRO personnel may participate in determining credit ratings issued by or on behalf of the NRSRO.

ENDORSEMENT POLICY - Fitch's approach to ratings endorsement so that ratings produced outside the EU may be used by regulated entities within the EU for regulatory purposes, pursuant to the terms of the EU Regulation with respect to credit rating agencies, can be found on the <u>EU Regulatory Disclosures</u> page. The endorsement status of all International ratings is provided within the entity summary page for each rated entity and in the transaction detail pages for all structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.