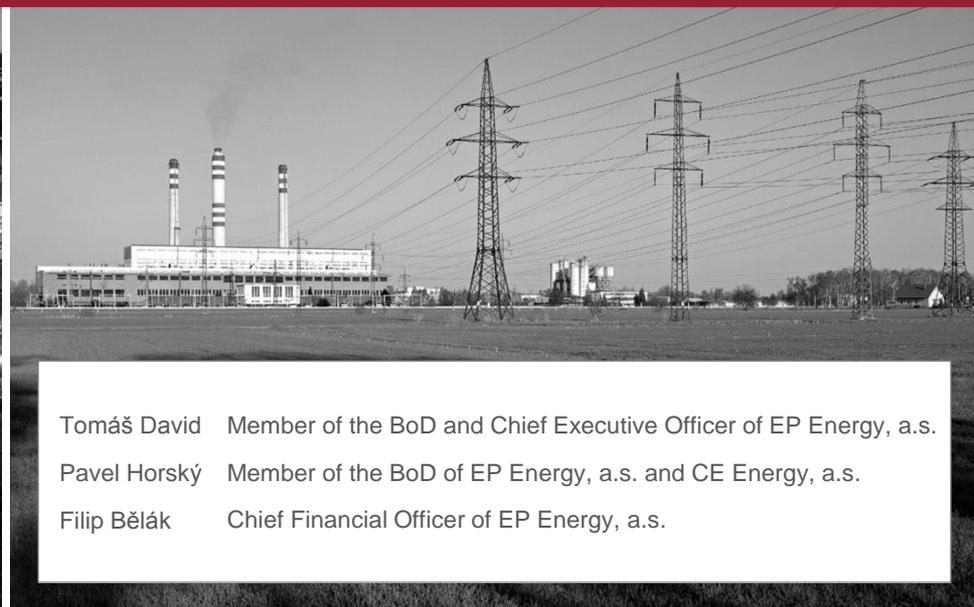


**EP** ENERGY **CE** ENERGY

## 3Q 2015 EP Energy and CE Energy Results Call

Prague, November 27, 2015



Tomáš David Member of the BoD and Chief Executive Officer of EP Energy, a.s.  
Pavel Horský Member of the BoD of EP Energy, a.s. and CE Energy, a.s.  
Filip Bělák Chief Financial Officer of EP Energy, a.s.

# Disclaimer

## Forward-looking statements

This Report contains “forward-looking statements” within the meaning of the securities laws of certain jurisdictions. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the words “assume,” “believe,” “could,” “estimate,” “anticipate,” “expect,” “intend,” “may,” “will,” “plan,” “continue,” “ongoing,” “potential,” “predict,” “project,” “risk,” “target,” “seek,” “should” or “would” and similar expressions or, in each case, their negative or other variations or comparable terminology or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth and strategies, our reserves and the industry in which we operate.

By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements.

Many factors may cause our results of operations, financial condition, liquidity, reserves and the development of the industry in which we compete to differ materially from those expressed or implied by the forward-looking statements contained in this Report.

These factors include, among others:

- negative or uncertain global and regional economic conditions;
- failure to implement our key strategies;
- in the supply of, or the unexpected increase in the price of, fuel and other raw materials, as well as transportation costs;
- reliance on a small number of suppliers in our power and heat business;
- customer concentration in our mining business;
- failure to successfully integrate and manage acquired companies; and
- changes in laws or regulatory schemes.

Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Given these risks and uncertainties, you should not rely on forward-looking statements as a prediction of actual results.

Any forward-looking statements are only made as of the date of this Report and we do not intend, and do not assume any obligation, to update forward-looking statements set forth in this Report. You should interpret all subsequent written or oral forward-looking statements attributable to us or to persons acting on our behalf as being qualified by the cautionary statements in this Report. As a result, you should not place undue reliance on these forward-looking statements.

Financial indicators such as EBITDA or Net Debt are not defined terms in IFRS and do not represent the term EBITDA or Net Debt as may be defined by any documentation for any financial liabilities of the group.

This presentation should be read in conjunction with the “Report on the first three quarters of the year 2015 for EP Energy, a.s.” and the “Report on the first three quarters of the year 2015 for CE Energy, a.s.” as published on [www.epenergy.cz](http://www.epenergy.cz)

# Summary of key results in 3Q 2015



- ❑ For the first three quarters of 2015, historical consolidated sales and EBITDA of EP Energy, a.s. (“EP Energy” or “EPE”) as reported (i.e. without pro forma effect of acquisitions and other adjustments) reached EUR 1,729 million and EUR 305 million, respectively
- ❑ This, on an LTM basis<sup>1</sup>, translates into the **pro forma („PF“) adjusted consolidated sales** of **EUR 2,427 million** and **pro forma adjusted EBITDA<sup>2</sup>** of **EUR 457 million**
- ❑ The **consolidated net debt** as at September 30, 2015 was **EUR 1,177 million<sup>3</sup>**
- ❑ Indicative EP Energy **net consolidated leverage ratio<sup>4</sup>** as at September 30, 2015 stood at **2.46x**
- ❑ Indicative EP Energy **SOT<sup>5</sup> adjusted net consolidated leverage ratio** as at September 30, 2015 stood at **2.32x**



- ❑ Adjusting for the 49% consolidation of Stredoslovenská energetika, a.s. (“SSE”), the consolidated EBITDA of CE Energy (“CEE”) reached **EUR 251 million** in the first three quarters of 2015, which on an LTM basis<sup>1</sup> translates into **pro-forma adjusted EBITDA<sup>2</sup>** of **EUR 375 million**
- ❑ The **consolidated net debt** as at September 30, 2015 (adjusted for the 49% consolidation of SSE) was **EUR 1,606 million<sup>3</sup>**
- ❑ Indicative CE Energy **net consolidated leverage ratio<sup>4</sup>** as at September 30, 2015 stood at **4.01x**
- ❑ Indicative CE Energy **SOT<sup>5</sup> adjusted net consolidated leverage ratio** as at September 30, 2015 stood at **3.88x**

[1] Last twelve months

[2] Pro forma adjusted EBITDA reflects an adjustment for certain non-cash transactions at Saale Energie totaling EUR 10.3 million and includes adjustment of negative EUR 31.1 million related to SSE. For full details of pro forma adjustments, please refer to slides 19,20 and to the “Report on the first three quarters of the year 2015 for EP Energy, a.s.” and the “Report on the first three quarters of the year 2015 for CE Energy, a.s.”

[3] Please refer to slide 21 for details on calculation of net debt

[4] This presentation includes the calculation as of September 30, 2015 of “Net Consolidated Leverage Ratio”, as defined in the EP Energy and CE Energy Indentures. The calculation of Net Consolidated Leverage Ratio differs from any leverage ratio included in the offering memoranda for the senior (secured) notes or otherwise included herein, and consistent with the definition, is made on the basis of certain good faith judgments made by EP Energy and CE Energy

[5] System Operations Tariff – income statement effect of SOT deficit considered in EBITDA for the purposes of „SOT net consolidated leverage ratio“ calculation – see slide 8 for more details on SOT

# EP Energy and CE Energy key financial performance indicators and results

## Overview

Consolidated financial results (m EUR)	EP ENERGY		CE ENERGY	
	3Q 2014 <sup>1</sup>	3Q 2015	3Q 2014 <sup>1</sup>	3Q 2015
Sales <sup>2</sup>	1,669	1,729	1,669	1,729
EBITDA <sup>3</sup>	281	305	252 <sup>7</sup>	251 <sup>7</sup>
<b>Pro forma adjusted EBITDA</b>		<b>457<sup>4</sup></b>		<b>375<sup>7</sup></b>
Total assets <sup>2</sup>		3,589		3,629
Total net debt		1,177 <sup>5</sup>		1,606 <sup>8</sup>
CAPEX <sup>2,6</sup>	84	128	84	128

[1] Restated: 3Q 2014 figures were restated with an impact of positive EUR 10.7 million on Sales, EBITDA and Pro forma adjusted EBITDA as described in the Appendix (slides 19, 20)

[2] Sales, Total assets and Capex are presented including 100% of SSE for both EP Energy and CE Energy

[3] EBITDA represents profit from operations plus depreciation of PP&E and amortization of intangible assets minus negative goodwill (if applicable). The EBITDA included in this report does not represent the term EBITDA as may be defined by any documentation for any financial liabilities of EP Energy or CE Energy.

[4] Pro forma adjusted EBITDA reflects adjustments (to the reported IFRS EBITDA) as further described in the appendix (slide 19, 20) or in the "Report on the first three quarters of the year 2015 for EP Energy, a.s." and the "Report on the first three quarters of the year 2015 for CE Energy, a.s."

[5] Total net debt balance is based on the consolidated financial statements of EPE as described on slide 21. The Total net debt included in this report does not represent the term Indebtedness as may be defined by any documentation for any financial liabilities of the EPE Group

[6] Excluding emission allowances

[7] EBITDA of CE Energy adjusted to reflect proportionate (49%) consolidation of SSE

[8] Total net debt balance is based on the consolidated financial statements of CEE and further adjusted for the 49% consolidation of SSE as described on slide 21. The Total net debt included in this report does not represent the term Indebtedness as may be defined by any documentation for any financial liabilities of the CEE or EPE Group

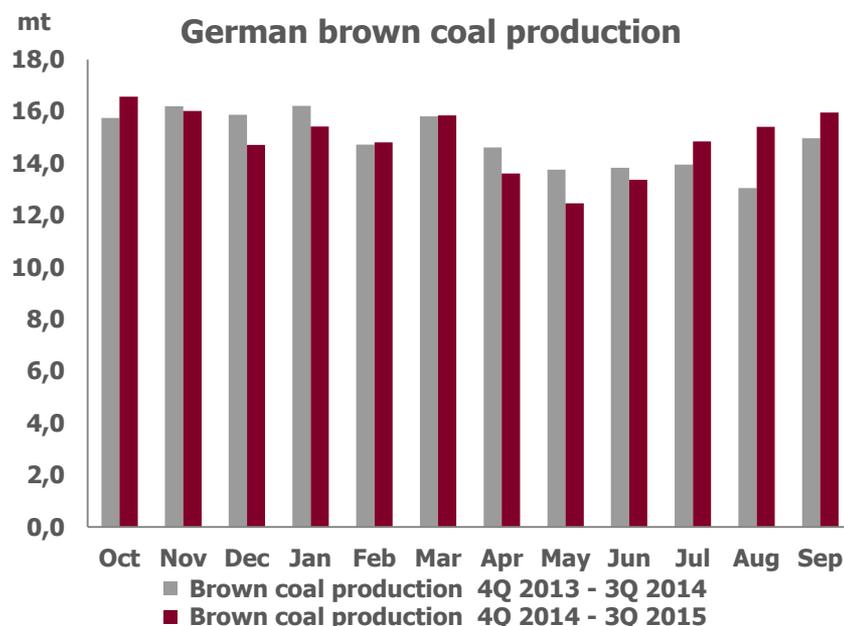
## Commentary

- ❑ In 3Q 2015, EPE reports Pro forma adjusted LTM EBITDA of EUR 457 million
- ❑ Our 3Q 2015 EBITDA reached EUR 305 million, which is approximately 8.5% higher in comparison to 3Q 2014 (please refer to slides 9 and 10 for a detailed EBITDA bridge on each EPE and CEE level). The improvement is primarily a result of EBITDA increase in SSE and EPET, which was partially offset by a decline in MIBRAG and Heat & Power segment performance
- ❑ The difference between net debt as reported by CEE (EUR 1,606 million) and EPE (EUR 1,177 million) primarily relates to CEE senior notes issuance, CEE bank loan, cash at CEE level and net debt at SSE level attributable to minority shareholders of SSE
- ❑ Increased CAPEX by almost 52% was primarily due to one-off IED (Industrial Emissions Directive) related investments performed in EOP mainly in the first three quarters of 2015 applicable from 2016 for large combustion plants accompanied by developmental CAPEX at MIBRAG relating to opening of new mining fields. Maintenance CAPEX remains at rather constant levels

# Key developments in the Mining segment

## Overview

	Unit	3Q 2014	3Q 2015
Brown coal production <sup>1</sup>	Mt	15.4	13.5
Brown coal sales volume	Mt	14.5	12.6
Sales <sup>2</sup>	m EUR	307	287
EBITDA <sup>2</sup>	m EUR	116	88



Source: Kohlenwirtschaft e.V.

[1] For avoidance of doubt, figure excluding brown coal production of HSR which is not part of the Mining segment

[2] Based on consolidated financial statements of EPE Group – Segment Mining according to IFRS

## Commentary

- In the first three quarters of 2015, Mining segment accounted for approx. 29% of consolidated EPE EBITDA (before intercompany eliminations)
- Decrease in brown coal sales volume by 1.9 Mt, or by 13%, in the 3Q 2015 stems mainly from lower off-take from the two largest customers totaling 1.1 Mt due to the power market situation in Germany. The remaining decline is mainly a temporary effect of shifting deliveries within EPE Group (internal consumption of Heat & Power segment) to 4Q 2015
- EBITDA decreased by EUR 28 million, or 24%, to EUR 88 million in 3Q 2015 with key drivers being:
  - Extremely windy conditions in Q1 negatively affecting power prices and increasing re-dispatch measures by TSO leading to lower brown coal sales to MIBRAG's key long-term customers Lippendorf and Schkopau
  - Temporarily higher brown coal sales in 2014 resulting from one-off contract in that year
  - Provisionally increased costs related to opening of new mining fields Peres and Domsen
  - Currently worse mining conditions in Profen - Schwerzau
  - Recorded provision of EUR 7.0 million which should reflect the expected payments for mandatory off-take of green power share in 2008
- Overall sales (lignite, power, heat and other products) declined by 7% primarily due to the decrease in brown coal sales volume
- We expect that the above effects are rather temporary and FY 2015 EBITDA shall be in the region of EUR 130 – 140 million which is also more in line with previous performance (apart from 2014 which was an exceptionally successful year)

# Key developments in the German lignite industry

## Security reserve mechanism (Sicherheitsbereitschaft)

- ❑ Following the Grand Coalition's agreement (*Eckpunkte für eine erfolgreiche Umsetzung der Energiewende*) as published on July 2, 2015, the German lignite sector is expected to reduce CO2 emissions by 11.0-12.5 mt p.a. by 2020
- ❑ The reduction is to be reached by **transferring 2.7 GW** installed capacity of selected (least efficient) lignite units into a **security reserve mechanism**
- ❑ Federal Ministry of Economics (BMWi) announced conclusion on **remuneration scheme** with 3 lignite producers in Germany (RWE, Vattenfall and MIBRAG) on October 23, 2015 and on November 2, 2015, bilateral **Letters of Understanding** (Verständigung) were signed:
  - Selected lignite blocks will **successively enter the reserve mechanism** (1st block entering on October 1, 2016 and the last block entering no later than October 1, 2019)
  - For a time **period of 4 years** lignite blocks will provide security reserve and **will be remunerated for providing this service**, after this period these units are expected to be **taken off the market**
  - Remuneration scheme consists out of (I) gross margin lost reimbursement and (II) reimbursement of additional expenditures occurring in connection with the security reserve mechanism. Both is precisely defined in the signed LoU
  - At the same time, the security reserve expects certain minimum technical requirements (start-up times) on the selected blocks

## Expected impact on EP Energy Group

### MINING SEGMENT

- ❑ **The security reserve does not impact Mining segment:**
  - The discussed 2.7GW capacity reserve involves lower efficiency units only
  - As for Vattenfall, 2 (old) blocks of Jänschwalde and as for RWE, 5 (old) blocks in total from Frimmersdorf, Niederaußem and Neurath are included.
  - State of the art power plants Lippendorf and Schkopau and CHP Chemnitz are not included
  - Other customers produce heat or operate industrial production sites. Instead, cogeneration support is one of the pivotal point of Grand Coalition's agreement

### HEAT & POWER SEGMENT

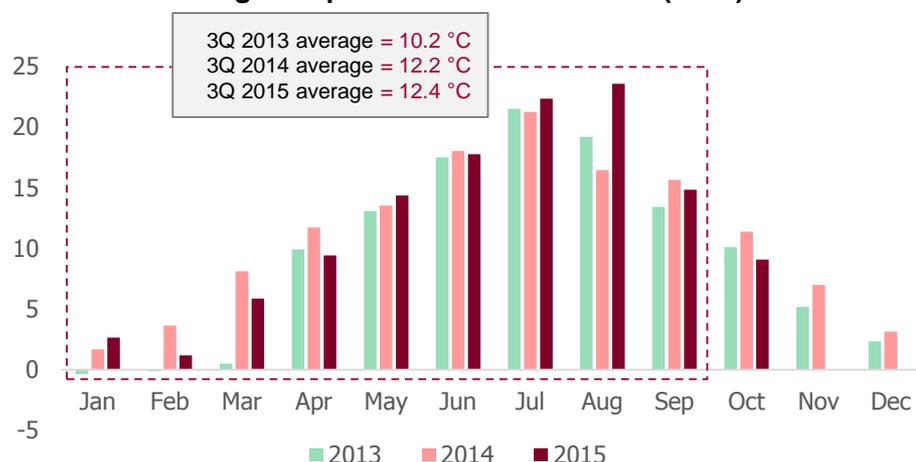
- ❑ **Buschhaus power plant** becomes part of the discussed security reserve mechanism as at October 1, 2016. The plant will finally be shut down on September 30, 2020
- ❑ The decision to transfer Buschhaus to security reserve is expected to be **value neutral** in the period 2016 - 2020. Remuneration will be received in regular monthly installments covering operational cash needs of HSR
- ❑ Overall, reduction of capacity margin in Germany due to agreed Atomausstieg (12.1 GW of current nuclear capacity will to be closed down by EoY 2022), above-mentioned 2.7GW transferred to capacity reserve and further voluntary transfers and shut-downs while retaining energy-only market are likely to have **positive impact on wholesale electricity price levels**

# Key developments in the Heat & Power segment

## Overview

	Unit	3Q 2014	3Q 2015
Heat supplied	TJ	10,237	10,655
Space heating needs	Day–degrees <sup>2</sup>	1,785	1,970
Power production	GWh	3,977	3,146
Sales <sup>1</sup>	m EUR	448	454
EBITDA <sup>1</sup>	m EUR	101	92

Average temperatures in 2013 - 2015 (in °C)



Source: Internal analysis based on data from Czech Hydrometeorological Institute, temperatures measured in Prague, Libus

## Commentary

- In the first three quarters of 2015, Heat & Power segment accounted for approx. 30% of consolidated EPE EBITDA (before intercompany eliminations)
- EBITDA is lower by EUR 9 million in 3Q 2015 as compared to the same period in 2014
  - Lower result is attributable to a combination of factors including temporary reduction in EOP production due to the IED capital expenditures program, continuous decrease of wholesale power prices, expiration of a beneficial power purchase agreement at HSR and fewer allocated emission allowances in 2015 compared to 2014
  - On the other hand, heat supplied rose by 4% to almost 10.7 PJ due to colder weather pattern namely during the first quarter 2015 as compared to the same period in 2014. The average temperature was by 1.3°C lower in the first quarter 2015, whereas the first three quarters 2015 period was warmer by 0.2 °C due to extremely hot August 2015, which had however no material impact on heat sales. In overall, above mentioned better weather resulted in 10% increase in space heating needs measured in terms of day-degrees, which in turn translated into a 7% increase in heat sales to EUR 192 million in the first three quarters 2015

[1] Based on consolidated financial statements of EPE Group – Segment Heat and Power according to IFRS

[2] Metrics representing weather pattern, difference between reference indoor and actual outdoor temperature integrated over the period; the primary determinant of space heating needs

# Key developments in the Power distribution & supply segment

(presented including 100% of SSE)

## Overview

	Unit	3Q 2014 <sup>3</sup>	3Q 2015
Sales <sup>1</sup>	m EUR	1,111	1,228
EBITDA <sup>1</sup>	m EUR	64	123

## Commentary

- In the first three quarters of 2015, Power Distribution & Supply segment accounted for approx. 40% of consolidated EPE EBITDA (before intercompany eliminations)
- The 3Q 2015 EBITDA was mainly impacted by SOT<sup>2</sup> improvement of EUR 41 million (see below). Additionally, SSE reports a temporary minor seasonal improvement in performance of its core business with positive EBITDA difference of EUR 6 million. At the same time, EPET improved by EUR 8.6 million (mainly as a result of new gas contracts). Finally, EP Cargo contributed EBITDA of EUR 0.5 from acquisition on July 30, 2014 till September 30, 2014, while in Q3 2015 realized EBITDA of EUR 2.6 million

## Overview of SOT mechanism

- SSE-D, a subsidiary of SSE is, in its role of Distribution System Operator (“DSO”), obliged to purchase electricity from renewables at regulated prices, which are higher than market prices. The DSOs are then compensated through SOTs collected from the final electricity consumers. As per current regulation, any negative balance between the DSO’s costs and the SOT revenues should be taken into account when assuming new tariffs
- For the period ended September 30, 2015, the SOT income statement impact amounted to loss of approx. EUR 23 million which is EUR 41 million better compared to period ended September 30, 2014. At the same time, 3Q 2014 income statement impact does not include approx. EUR 31.1 million of accrued income recorded in December 2014<sup>4</sup>. Taking this into account, the variance is app. EUR 10 million improvement in 3Q 2015



(m EUR)	3Q 2014	3Q 2015	Difference
SSE Simple EBITDA	58	105	+47
of it SSE SOT I/S impact	(64)	(23)	+41

- SSE continues to negotiate the situation with the Slovak regulator to accelerate cash collection relating to SOT
- SSE-D’s distribution margin is relatively stable with temporary minor improvement in 3Q 2015 which is however expected to level off by year end 2015

[1] Based on consolidated financial statements of EPE Group – Segment Power distribution & Supply according to IFRS

[2] System Operations Tariff

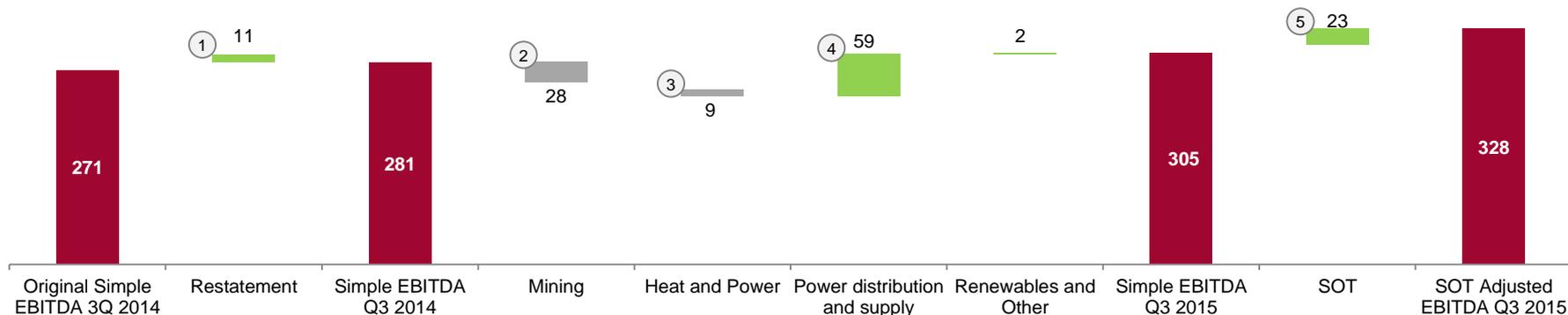
[3] Restated: 2014 Figures were restated with a impact of positive EUR 10.7 million on Sales, EBITDA and Pro forma adjusted EBITDA as described in the Appendix (slides 19, 20)

[4] In 2014, the accrued income to be collected in 2015 was recorded in December 2014. Of the total accrued income (EUR 41.5 million), approx. EUR 31.1 million related to 3Q 2014. Pro forma adjusted EBITDA for the last twelve month period ended September 30, 2015 includes an adjustment of negative EUR 31.1 million to ensure a comparability of quarterly performance

# EP Energy indicative simple EBITDA bridge

## 3Q 2015 vs. 3Q 2014

### Indicative EBITDA bridge<sup>1</sup> (m EUR)

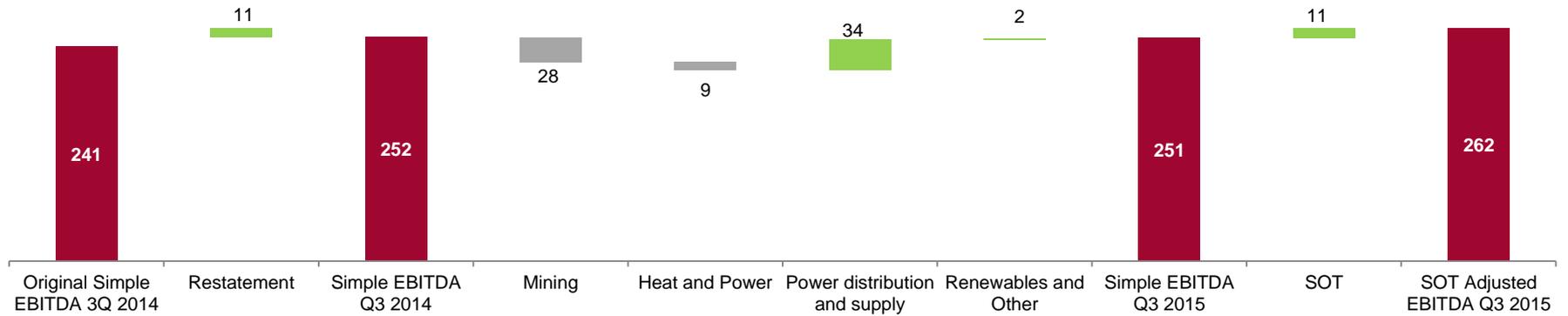


- ① Restated: Figures were restated with impact of positive EUR 10.7 million on Sales, EBITDA and Pro forma adjusted EBITDA. Restatement refers to fair value of derivatives where the underlying asset is a commodity (trading derivatives) – the fair value impact is presented as part of Total sales instead of being recognized as profit or loss from financial operations
- ② EBITDA decreased by EUR 28 million, or 24%, to EUR 88 million in 3Q 2015 with key drivers being lower brown coal sales to MIBRAG's key long-term customers (Lippendorf and Schkopau) and a provision of EUR 7.0 million recorded in 2015 which should reflect the expected payments for off-takes of green power
- ③ The EBITDA decrease is attributable to a combination of factors including temporary reduction in EOP production due to the IED capital expenditures program, lower power prices in general, expiration of a beneficial power purchase agreement at HSR and fewer allocated emission allowances in 2015 compared to 2014. On the other hand, EPE recorded 4% rise in heat supply to almost 10.7 PJ due to colder weather pattern namely during the first three months 2015 as compared to same period in 2014 which translated into positive EBITDA contribution period-to-period
- ④ EBITDA increased by EUR 59 million to EUR 123 million in 3Q 2015. The improvement is a combination of improved performance in SSE's core business, improved EPET performance primarily due to new gas contracts as well as SOT improvement of EUR 41 million
- ⑤ Timing difference relating to SOT which is expected to be compensated in 2016-2017 (refer to slide 8 for more details)

[1] Figures might not add up due to rounding

# CE Energy indicative simple EBITDA bridge 3Q 2015 vs. 3Q 2014 (SSE at 49%)

## Indicative EBITDA bridge<sup>1</sup> (m EUR)



- ❑ CE Energy EBITDA bridge reflects 49% proportionate consolidation of SSE
- ❑ All effects are explained on previous slide

[1] Figures might not add up due to rounding

# EP Energy indicative PF adjusted LTM EBITDA bridge vs. FY2014

## Indicative PF LTM EBITDA bridge<sup>1</sup> (m EUR)

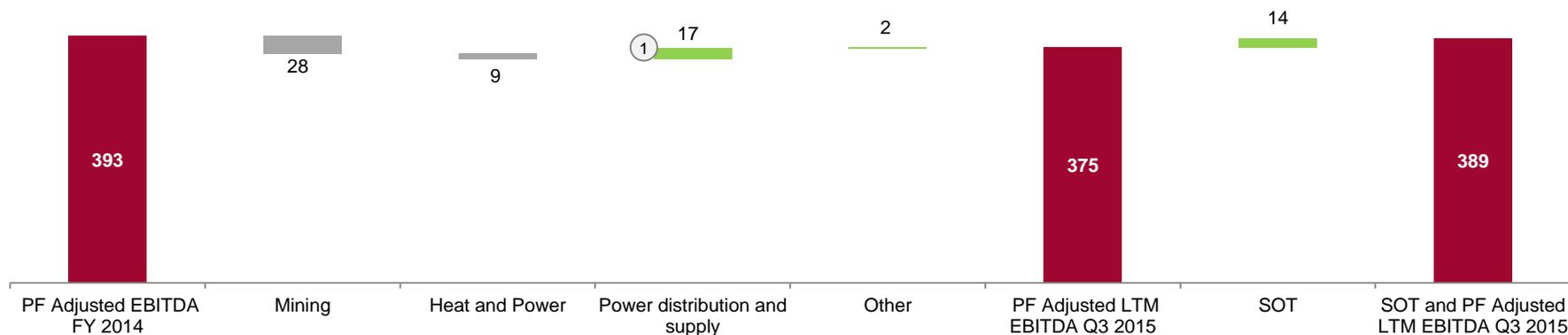


- ① Power distribution and supply segment includes a pro forma SOT adjustment of negative EUR 31 million representing three quarters of accrued income recorded in SSE in December 2014. As the total accrued income was recorded at once, this adjustment aims to ensure comparability of quarterly performance
- ② Timing difference relating to SOT which is expected to be compensated in 2016-2017 (refer to slide 8 for more details)
- The other main reasons of the variance in LTM EBITDA, including decline of the Mining and Heat & Power segment and increase in Power distribution and supply segment, are described in detail on slide 9

[1] Figures might not add up due to rounding

# CE Energy indicative PF adjusted LTM EBITDA bridge vs. FY2014 (SSE at 49%)

## Indicative PF LTM EBITDA bridge<sup>1</sup> (m EUR)



<sup>1</sup> Power distribution and supply segment includes a pro forma SOT adjustment of negative EUR 15.9 million (SSE at 49% basis) representing three quarters of accrued income recorded in SSE in December 2014. As the total accrued income was recorded at once, this adjustment aims to ensure comparability of quarterly performance

- ❑ CE Energy EBITDA bridge reflects 49% proportionate consolidation of SSE
- ❑ All effects are explained on previous slides

[1] Figures might not add up due to rounding

# Recent acquisitions

## Overview

### 1) BERT

- ❑ On June 30, 2015, EP Energy entered into an agreement with France-based E.D.F. International (EDF) on the sale of its majority stake in Hungary-based Budapesti Erőmű Zrt (also „BERT“). EP Energy will acquire 95.6% of the shares in a company that owns three gas-fired cogeneration (combined heat & power) plants with total installed capacity of 406 MWe and 847 MWth. These CHP plants meet almost 60% of the demand for heat in Budapest and generate approximately 3% of Hungarian electricity
- ❑ BERT reports annual EBITDA of approx. EUR 19 million. Acquisition price consists of a fixed payment and a part contingent on future performance of BERT. Acquisition shall be financed by a combination of equity and bank financing
- ❑ All regulators approvals to complete the acquisition were obtained so the closing is expected to take place in the first half of December 2015
- ❑ Please refer to the Appendix for asset overview

## Small scale transactions

### 1) LokoTrain

- ❑ On July 21, 2015, EP Cargo (also „EPC“) acquired a 65% stake in LokoTrain with portfolio of services, in particular, the leasing of locomotives and skilled railway personnel, that suitably supplements the current range of services provided by EPC. LokoTrain generates annual EBITDA of approx. EUR 0.5 million

### 2) Optimum Energy

- ❑ In August 2015, EP Energy's subsidiary EPET, acquired a 100% stake in Optimum Energy a gas and electricity supply business active on the Czech market. In 2014, Optimum Energy had c. 14,000 supply points with an annual electricity supply of 63 GWh (approx. 1% of current Group's power supply) and annual gas supply of 245 GWh (approx. 7% of current Group's gas supply) to households and SMEs in the Czech Republic. Optimum Energy reports annual EBITDA of app. EUR 1 million

### 3) EP Cargo

- ❑ In September 2015 EP Energy acquired the remaining 40% share in EP Cargo from EP Industries

# Financing and Subsequent events

## Financing

- ❑ As of the date of this report, CEE has altogether purchased and cancelled EUR 125 million of CE Energy's Senior Notes due in 2021, out of which EUR 120 million were purchased and cancelled by September 30, 2015. The purchase was funded by a loan under CEE UNI Loan Agreement and by available cash. The outstanding amount of CE Energy's Senior Notes due in 2021 (not owned by CE Energy) amounts to EUR 375 million as of the date of this report. The refinancing shall contribute to significant cash interest reduction on CE Energy
- ❑ In September 2015 the EP Energy drew new term loans granted by HSBC, ČSOB and Commerzbank in total amount of EUR 175 million that were partially used to repay SSE Acquisition Credit Facility of approximately EUR 134 million with rest reserved for capital expenditures and operations
- ❑ In September 2015 CEE received EUR 25 million of cash dividends from EP Energy
- ❑ As of the date of the report, CEE reports a cash balance of app. EUR 33 million

## Subsequent events

- ❑ In addition to purchase and cancellation of EUR 5 million of CEE Senior Notes in November 2015 the following significant subsequent events took place:
  - ❑ On October 1, 2015 SSE paid out EUR 25.4 million of cash dividends to EP Energy
  - ❑ The Group expects that a refund of the gift tax payment (relating to greenhouse gas emission allowances received free of charge for electricity production in 2011 and 2012) might be in the region of up to EUR 11 million and the refund is expected around the end of 2015

# Wrap-up

- ❑ EP Energy Group reports 3Q 2015 EBITDA of EUR 305 million as compared to EUR 281 million in 3Q 2014
- ❑ EP Energy Group reports 3Q 2015 LTM Pro Forma Adjusted EBITDA of EUR 457 million as compared to EUR 467 million for the fiscal year 2014, i.e. very stable results given the market environment
- ❑ The 3Q 2015 results are affected by:
  - Improved SSE's performance primarily related to SOT effect accompanied by a minor improvement in core business performance
  - Increased business performance of EPET primarily stemming from new profitable gas contracts
  - Slightly better weather conditions from the heat sales perspective
  - Temporary reduction in EOP production due to the IED capital expenditures program
  - Lower volume of brown coal sales to our long-term customers due to unusually high wind generation in Germany in the first quarter 2015 and temporarily worse mining conditions at Profen - Schwerzau
  - Recorded provisions at MIBRAG relating to a dispute regarding payments for off-takes of green power
  - Continuous decline of power prices which is currently accelerated by unprecedented overall fall in commodity prices and lower amount of allocated emission allowances
- ❑ In terms of MIBRAG's performance, we believe that the 2015 negative impacts are rather temporary and FY 2015 EBITDA shall be in the region of EUR 130 – 140 million which is also more in line with previous performance (apart from 2014 which was an exceptionally successful year)
- ❑ As announced previously, the group reacts to the adverse environment and higher planned capital expenditures in 2015 primarily associated with IED related measures (mainly in EOP) with a comprehensive savings program focused on operations and capital investments, with the targeted initial annual savings of up to EUR 20 million
- ❑ The priority for the CEE Group is a rapid de-leveraging below the 3.5x EBITDA level (SSE on a proportionate 49% basis)

# Q&A

## Contact for Institutional Investors & Analysts:

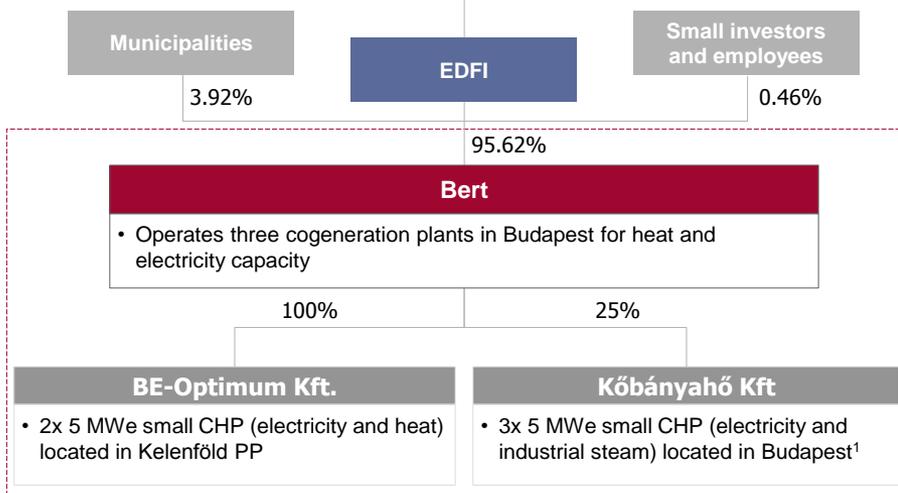
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110 00 Prague  
Czech Republic  
belak@epenergy.cz  
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# Appendix - BERT – asset and transaction overview

## Transaction overview

- Bert (or the “Company”) is a leading heat and electricity producer, with a modern asset base thanks to EUR 360m (HUF111bn) of investments over the past decade. It’s main operations are in Budapest with total heat and electricity capacity of c.1,181 MWth and c.406 Mwe, respectively.
- The Company produces approximately:
  - 57% of total heat distributed by FÖTAV (7,000 TJ p.a.) and thus effectively provides for 57% of the district heating in Budapest
  - 3% of total electricity demand in the country (1.5 TWh p.a.)
- EP Energy acquires c. 95.6% of the share capital in Bert from EDF International (‘EDFI’)



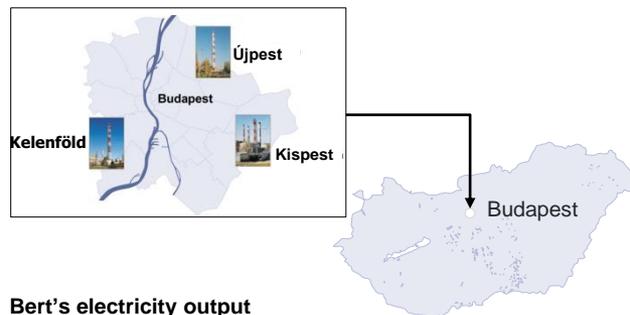
### Transaction scope

[1] 75% of Kőbányahő Kft is owned by Dalkia Energia Energetikai Szolgáltató Zrt.

[2] All Company financials in this presentation are based on standalone management accounts prepared under IFRS

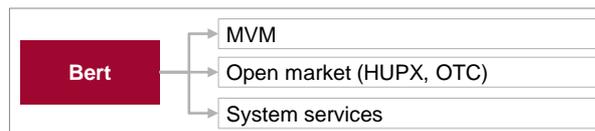
Source: Company information (Management accounts)

## Significant cogeneration capacity in Hungary and leading position in the regulated district heating sector...



- Kelenföld PP (CC Gas Turbine) with 188 MWe electric capacity and 219 MWth thermal capacity
- Újpest PP (CC Gas Turbine) with 105 MWe electric capacity and 347 MWth thermal capacity
- Kispest PP (CC Gas Turbine) with 113 MWe electric capacity and 282 MWth thermal capacity

### Bert's electricity output



## ... with stable EBITDA generation despite a challenging economic environment<sup>2</sup>

HUFm	2011	2012	2013	2014
Sale of electricity	35,725	36,681	32,976	27,767
Sale of heat	23,349	27,847	27,777	24,090
Other sales	211	220	791	1,993
<b>Total sales</b>	<b>59,285</b>	<b>64,748</b>	<b>61,544</b>	<b>53,850</b>
% growth	(1.6%)	9.2%	(4.9%)	(12.5%)
<b>Gross margin</b>	<b>13,334</b>	<b>13,657</b>	<b>12,796</b>	<b>12,163</b>
% margin	22.5%	21.1%	20.8%	22.6%
<b>Total expenses</b>	<b>(6,705)</b>	<b>(8,093)</b>	<b>(6,528)</b>	<b>(6,944)</b>
<b>EBITDA</b>	<b>6,629</b>	<b>5,563</b>	<b>6,269</b>	<b>5,219</b>
% margin	11.2%	8.6%	10.2%	9.7%

# Appendix – key operating performance indicators

## Overview

Operating performance <sup>1</sup> (EPE excluding SSE)	Unit	3Q 2014 <sup>1</sup>	3Q 2015 <sup>1</sup>	Change
Installed cogeneration capacity	MW <sub>e</sub>	500	500	–
Installed condensation capacity	MW <sub>e</sub>	750	750	–
Installed heat capacity <sup>5</sup>	MW <sub>th</sub>	3,195	3,195	–
Coal production <sup>4</sup>	Mt	15.4	13.5	(1.9)
Power produced	GWh	3,977	3,146	(831)
Grid balancing services	GWh	937	1,041	+104
Heat supplied <sup>2</sup>	TJ <sup>3</sup>	10,237	10,655	+418
Power supplied	GWh	1,479	1,350	(129)
Natural gas supplied	GWh	2,271	971	(1,300)
Saale Energie – Installed capacity	MW <sub>e</sub>	400	400	–

Operating performance of SSE <sup>1</sup>	Unit	3Q 2014 <sup>1</sup>	3Q 2015 <sup>1</sup>	Change
Power supplied	GWh	3,143	2,837	(306)
Natural gas supplied	GWh	147	236	+89
Power distributed	GWh	4,275	4,279	+4

## Commentary

- ❑ Installed cogeneration and condensation capacities, as well as heat capacities remained at the same level
- ❑ Coal production declined by 12% due to lower demand from our two long-term off-takers that decreased temporarily their power production due to the power market situation in Germany
- ❑ The 21% drop in power production stems primarily from drop in power price. Furthermore, ongoing IED related investment at EOP negatively influenced its power production
- ❑ Heat supplied increase by 4% is attributable to colder weather pattern primarily in Q1 2015 as compared to Q1 2014
- ❑ Major drop in natural gas supplied is mainly due to an one-off contract with a significant customer that demanded deliveries in 2014 only
- ❑ Similarly to the Czech power supply market where the incumbents are under pressure from increasing competition, SSE faces higher competition on the Slovak power market and lost customers in the midmarket segment
- ❑ Supply of natural gas increased thanks to new customer acquisitions

[1] The operating data are based on the results of the respective entities on a 100% basis for the full period, regardless of the date when each entity joined the EPE Group or the ownership share of the EPE Group in each entity. Nevertheless, operating data for MIBRAG and Saale Energie are excluded

[2] Represented by Elektrárny Opatovice a.s. (also "EOP"), Severočeská teplárenská a.s. (also "ST"), Plzeňská energetika a.s. (also "PE") and Pražská teplárenská a.s. ("PT")

[3] 1 TJ = 0.2778 GWh

[4] Figure excluding brown coal production of HSR

[5] Installed heat capacity on heat exchangers

# Appendix – Pro forma EBITDA adjustments calculation (1/2)

## EP Energy (SSE on 100% basis)

- Pro Forma Adjusted EBITDA calculation (in million EUR):

<b>EPE Pro Forma Adjusted EBITDA calculation</b>	<b>(m EUR)</b>
Actual IFRS EBITDA 1-9/2015	+305.1
Actual IFRS EBITDA 1-12/2014	+454.5
Actual IFRS EBITDA 1-9/2014	(281.4)
<b>LTM Simple EBITDA (last twelve months)</b>	<b>478.2</b>
System Operations Tariff adjustment	(31.2)
Saale Energie adjustment	+10.3
<b>LTM Pro forma Adj. EBITDA</b>	<b>457.3</b>

- To derive Pro forma Adjusted EBITDA for the period from October 1, 2014 to September 30, 2015, EPE utilized EPE Group IFRS consolidated financial statements as of and for the year ended December 31, 2014 (EBITDA of EUR 454.5 million) and EPE Group condensed consolidated interim financial statements as of and for the nine-month period ended September 30, 2015 (EBITDA of EUR 305.1 million) with the nine-month period ended September 30, 2014 (EBITDA of 281.4 million) as comparatives
- Pro forma Adjusted EBITDA represents pro forma profit from operations plus pro forma depreciation of property, plant and equipment and pro forma amortization of intangible assets minus pro forma negative goodwill (if applicable) further adjusted to exclude effect of the items related to Saale Energie, which lead to an EUR 10.3 million decrease to EBITDA in the twelve-month period ended September 30, 2015, which, due to the accounting treatment of the specific contractual arrangement with Schkopau (an associate of Saale Energie), are charged to operating costs of Saale Energie but relate to entries that would otherwise not be included in EBITDA

# Appendix – Pro forma EBITDA adjustments calculation (2/2)

## **EP Energy (SSE on 100% basis) - continued**

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- In addition, the historical financial performance of the EPE Group have been adjusted for negative EUR 31.2 million of revenue relating to accounting for System Operations Tariff (“SOT”) at SSE in 2014. SSE is legally bound to connect producers of green energy, if they comply with requirements set by Regulatory Office for Network Industries (“URSO”) and to purchase the green electricity generated, which is used to cover network losses. The purchase tariff for green energy is set by URSO and is covered by the SOT which should be sufficient to cover costs relating to the purchases of produced green energy in the particular year. However, in 2013 the SOT was not sufficient to cover incurred green energy costs as a result of which SSE incurred overall loss from these transactions. In December 2014 SSE received a statement from URSO confirming the amount of a compensation to be paid in 2015 in relation to 2013 SOT loss. As a result of this statement, in December 2014 SSE recorded revenues and accrued income of EUR 41.5 million representing the confirmed compensation to be collected in 2015. In previous periods no accrued income could have been recorded by SSE because the regulatory system worked differently and the IFRS criteria for revenue recognition were not met. Beginning January 2015 SSE has been accruing revenue for the previous year’s SOT related loss on monthly basis. In order to reflect linear origination of the SOT related losses, for the purposes of the Pro forma Adjusted EBITDA for the twelve month period ended September 30, 2015, historical financial performance of the EPE Group was adjusted downward by three quarters of the 2014 recorded accrued income (i.e. EUR 31.2 million)

## **CE Energy (SSE on a proportionate 49% basis)**

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- Pro forma Adjusted EBITDA (with SSE on 49% proportionate basis) is as defined above and further adjusted to exclude the non-controlling interest of 51% of SSE EBITDA (i.e. EUR 97.8 million for the twelve-month period ended September 30, 2015) already excluding a non-controlling interest of 51% relating to negative EUR 31.1 million of System Operations Tariff adjustment (i.e. negative EUR 15.9 million)
- The Pro forma Adjusted EBITDA included in this report does not represent the term EBITDA as may be defined by any documentation for any financial liabilities of the CEE and EPE Groups. For further discussion over the CEE and EPE Groups performance refer to the “Report on the first three quarters of the year 2015 for EP Energy, a.s.” and the “Report on the first three quarters of the year 2015 for CE Energy, a.s.”

# Appendix – Other

## 2014 Financial statements restatement

- Fair value of derivatives where the underlying asset is a commodity (trading derivatives) is presented as part of Total sales instead of being recognized as profit or loss from financial operations as described in the Notes to the unaudited condensed consolidated interim financial statements as of and for the nine-month period ended September 30, 2015. Data for the nine-month period ended September 30, 2014 were restated with impact of positive EUR 10.7 million on Total sales, Profit/(loss) from operations, EBITDA and Pro forma adjusted EBITDA. In particular, the restatement impacts the Power Distribution and Supply segment only

## Net Debt calculation

- EPE's Net Debt balance is based on the consolidated financial statements (Total Loans and borrowings (EUR 1,385.1 million) plus Total Financial instruments and financial liabilities (EUR 1.4 million) less Cash and cash equivalents (EUR 203.1 million) less liabilities towards Pražská tepleárenská Holding a.s. (also "PTH") of EUR 6.6 million))
- CEE's Net Debt balance is based on the consolidated financial statements of CEE (Total Loans and borrowings (EUR 1,864.9 million) plus Total Financial instruments and financial liabilities (EUR 1.4 million) less Cash and cash equivalents (EUR 242.9 million) but excludes liabilities towards Pražská tepleárenská Holding, a.s. (also "PTH") of EUR 6.6 million))
- CEE's Net Debt balance including SSE on a proportionate basis is represented by the Net Debt balance as defined above less a portion of Net Debt totaling EUR 11.3 million belonging to a minority shareholder of SSE

Net Debt calculation as at September 30, 2015 (m EUR)		EPE <i>full basis</i>	CEE <i>full basis</i>	CEE <i>prop. basis</i>
Loans and borrowings (non-current)	add	1,317.0	1,791.3	1,791.3
Financial instruments and financial liabilities (non-current)	add	0.3	0.3	0.3
Loans and borrowings (current)	add	68.1	73.6	73.6
Financial instruments and financial liabilities (current)	add	1.1	1.1	1.1
Cash and cash equivalents	less	203.1	242.9	242.9
PTH liability	less	6.6	6.6	6.6
Adjustment for the 49% consolidation of SSE <sup>1</sup>	less	0.0	0.0	11.3
<b>Net Debt as at September 30, 2015</b>		<b>1,176.8</b>	<b>1,616.8</b>	<b>1,605.5</b>

- The Net Debt included in this report does not represent the term Indebtedness as may be defined by any documentation for any financial liabilities of the CEE or EPE Group

[1] Adjustment for the 49% consolidation of SSE is derived as 51% of the sum of reported SSE Loans and Borrowings (EUR 39.2 million) adjusted by the sum of Cash and Cash Equivalents (EUR 42.4 million) and further decreased by EUR 25.4 million which represents a cash dividend reserved for EP Energy