

# THE YEAR IN BRIEF

*This chapter is a summary and should be read in conjunction with the Integrated Report 2015 for further details.*

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## RESILIENT PERFORMANCE

The 2015 financial year saw the continued downward trend in commodity prices, reaching new lows for iron ore and thermal coal. The API4 for 2015 averaged US\$57 per tonne, compared with US\$72 in 2014. Iron ore fines prices also plummeted by over 42%, averaging US\$56 (CFR China) in 2015 compared to US\$97 in 2014. The ongoing oversupply in the TiO<sub>2</sub> market and lacklustre demand continued to depress pigment prices. Despite all of these, Exxaro has delivered a robust set of results.

In this challenging time, we continued to focus on our coal business to improve our operational efficiency and we reviewed our capital allocation in the short to medium term. We reprioritised and staggered our project pipeline to preserve cash in the year, and continued the drive to reduce input and overhead costs, while protecting our profit margins. Key results from our initiatives include:

- R1 billion (58%) reduction in expansionary capital expenditure compared to 2014
- R18 billion coal capital expenditure (R13 billion for the Waterberg region) for the period to 2020, down from previous guidance of R21 billion (R15 billion for the Waterberg region)
- Net debt at R3 billion, reflecting a net debt:equity ratio of 8,8%
- R288 million reduction in input costs
- A total of 464 employees, with minimal impact on the critical and scarce skills categories, accepted voluntary severance packages and left between 2015 and first quarter of 2016. While this came at a cost of R408 million in 2015, it is expected to save future labour costs of R250 million per annum (based on 2015 NCOE).
- Optimisation of ECC, after announcing that all conditions precedent to the acquisition of TCSA were met, by achieving cost savings of R80 million in 2015.

We completed the PPA accounting for the acquisition of TCSA as required by IFRS. Exxaro acquired TCSA on 20 August 2015 for R3,4 billion, and renamed it ECC. ECC is included in the results of coal commercial operations from 1 September 2015.

## COMPARABILITY OF RESULTS

The results of the two years are not comparable mainly due to key transactions (non-core) shown in the following table:

Reporting segment	Description	2015 Rm	Description	2014 Rm
Coal	• Termination and voluntary severance packages	(110)	• Termination and voluntary severance packages	(6)
	• Impairment charges <sup>1</sup>	(1 749)	• Loss on disposal of non-core assets <sup>1</sup>	(16)
	• Compensation from third parties, gain on disposal of non-core assets and property, plant and equipment <sup>1</sup>	137		
Ferrous	• Termination and voluntary severance packages	(39)	• Termination and voluntary severance packages	(2)
	• Gain on disposal of property, plant and equipment <sup>1</sup>	122	• Loss on disposal of non-core assets <sup>1</sup>	(12)
	• Partial reversal of financial assets previously written off	11	• Mayoko iron ore project impairment in 1H14 and pre-tax partial reversal of the write-off of financial assets in 2H14 <sup>1</sup>	(5 803)
Other	• Loss on dilution of shareholding in Tronox <sup>1</sup>	(10)	• Loss on dilution of shareholding in Tronox <sup>1</sup>	(58)
	• Gain on disposal of property, plant and equipment and non-core assets <sup>1</sup>	17	• Loss on disposal of other non-core assets <sup>1</sup>	(32)
	• Foreign exchange gain on US\$ held for the TCSA acquisition	747	• Impairment of intellectual property	(202)
	• Termination and voluntary severance packages	(259)	• Termination and voluntary severance packages	(82)
	• Gains on translation differences recycled to profit or loss on liquidating foreign subsidiaries <sup>1</sup>	1 012	• Gains on translation differences recycled to profit or loss on liquidating foreign subsidiaries	47
	• Other	(96)		
<b>Group</b>	<b>Total net operating loss impact</b>	<b>(217)</b>	<b>Total net operating loss impact</b>	<b>(6 166)</b>
Coal	• Tax impact	28	• Tax impact	5

<sup>1</sup> Excluded from headline earnings.

## CHAPTER 2: THE YEAR IN BRIEF (continued)

Reporting segment	Description	2015 Rm	Description	2014 Rm
Ferrous	• Exxaro's post-tax share of SIOC gains on sale of non-core assets and compensation from third parties <sup>1</sup>	3	• Exxaro's post-tax share of SIOC loss on sale of non-core assets <sup>1</sup>	(36)
	• Exxaro's post-tax share of SIOC loss on impairment of operation <sup>1</sup>	(866)	• Exxaro's post-tax share of SIOC loss on impairment of operation <sup>1</sup>	(77)
			• Tax on Mayoko iron ore project impairment <sup>1</sup>	554
TiO <sub>2</sub> and chemicals	• Exxaro's post-tax share of Tronox restructuring costs	(141)	• Exxaro's post-tax share of Tronox restructuring costs and other	(73)
	• Loss on disposal of property, plant and equipment <sup>1</sup>	(21)	• Exxaro's post-tax share of Tronox profit on sale of property, plant and equipment <sup>1</sup>	2
			• Prior year tax adjustment and translation of net investment in foreign operation	30
<b>Group</b>	<b>Total attributable loss</b>	<b>(1 214)</b>	<b>Total attributable loss</b>	<b>(5 761)</b>

<sup>1</sup> Excluded from headline earnings.

### NET OPERATING PROFIT OR LOSS

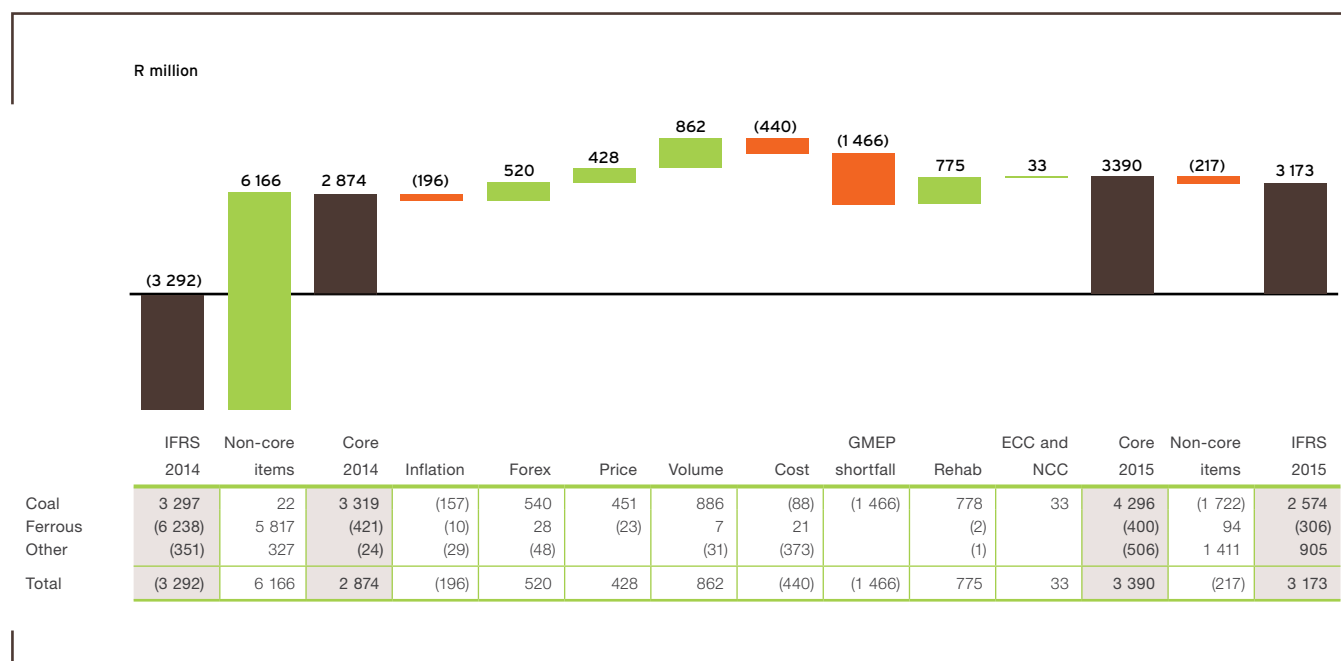
The group recorded a net operating profit for the period of R3 173 million compared to a net operating loss of R3 292 million in 2014. The improvement was mainly due to:

- Medupi power station ramp-up
- Non-recurrence of pre-tax impairments of the carrying value of the Mayoko iron ore project non-current assets and intellectual property of R5 962 million in 2014.

Offset by 2015 pre-tax impairments of the carrying value of:

- Goodwill recognised on the acquisition of TCSA of R1 524 million
- Reductants operation property, plant and equipment of R225 million.

### Net operating (loss)/profit analysis



## EARNINGS

Earnings attributable to owners of the parent, which include Exxaro's equity-accounted investments in associates and joint ventures, were R296 million (2014: attributable losses of R883 million) or 83 cents earnings per share (2014: 249 cents losses per share), an increase of 134% mainly due to non-recurring post-tax impairment losses in 2014.

Headline earnings, excluding the impact of any impairment, impairment reversals and profits or losses realised on the sale of subsidiaries and other non-core assets, were 67% lower at R1 623 million (2014: R4 869 million) or 457 cents per share (2014: 1 372 cents per share), mainly due to a R3 652 million (145%) reduction in post-tax equity-accounted income from associates (mainly SIOC and Tronox).

## CASH FLOW AND FUNDING

Cash preservation remains key to managing the business through this challenging period. It is imperative that we continue to maintain a balance between project capital investment and returning cash to shareholders. Cash flow generated from operations was R443 million higher at R4 526 million (2014: R4 083 million), cash used to pay for capital expenditure of R2 390 million, dividends of R984 million, net financing charges of R446 million and taxation of R85 million.

At R2 390 million, overall capital expenditure decreased 25% in 2015 compared to 2014. A total of R727 million (2014: R1 737 million) was invested in new capacity (expansion capital), and R1 663 million (2014: R1 460 million) was applied to sustaining and environmental capital (stay-in-business capital). Of the funds spent on stay-in-business capital, R833 million was for Grootegeluk's replacement of trucks, shovels and stacker reclaimers.

We continue to critically assess our overall project pipeline and the timing of cash flows to prioritise and preserve capital. Dividends received of R1 341 million (2014: R3 719 million) were down 64% primarily due to the non-declaration of dividends by SIOC for 2015. Tronox continued its dividend payout at US\$0,25 cents per quarter, resulting in the receipt of dividends of R668 million. We expect to receive no dividends from SIOC and significantly lower dividends from Tronox in 2016.

R3 436 million was spent to fund the acquisition of TCSA in August 2015.

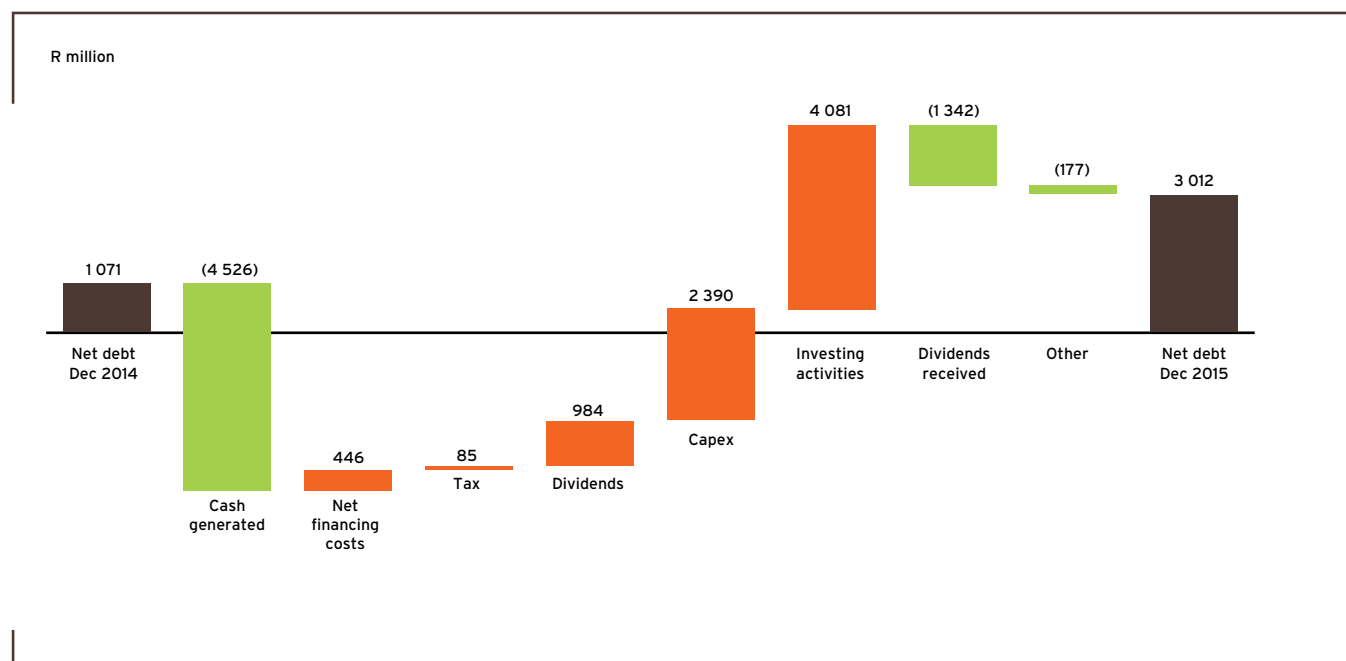
Due to lower dividends received, funding the acquisition of TCSA and the outflow associated with capital expenditure, the group had net cash outflow before financing activities of R2 119 million (2014: net cash inflow of R2 280 million).

## DEBT EXPOSURE

Net debt at 31 December 2015 was R3 012 million, up 181% on the R1 071 million at 31 December 2014, reflecting a net debt:equity ratio of 8,8% (at 31 December 2014: 3,1%). The increase was mainly due to funding the TCSA acquisition in August 2015.

Our South African credit rating was downgraded in first half of 2015 by Standard & Poor's Ratings Services from A- to BBB+. We began a process to refinance our R8 billion debt facilities and an information memorandum was sent to potential lenders. We have received sufficient expressions of interest, confirming there is appetite to refinance the facility, which we intend to close in second quarter of 2016.

### Net debt analysis (Rm)



### COAL BUSINESS PERFORMANCE

Domestic trading conditions remained challenging in 2015. The metals and reductants markets remained under pressure as they struggled to compete with Chinese imports, weak demand and lower international metals prices. Despite an oversupplied export thermal coal market, we recorded good demand for our export coal. Export volumes rose from 5,3Mt to 6,2Mt mainly on additional volumes from ECC. The group realised an average export price of US\$50 per tonne in 2015 compared to US\$65 in 2014.

Overall sales volumes were 1,95Mt higher (5%) also due to increased Medupi off-take and the inclusion of ECC.

Coal production volumes (excluding buy-ins) were 2,66Mt (7%) higher than 2014, mainly due to the ramp-up on Medupi supply and inclusion of ECC from September 2015 (1,37Mt).

We continue to supply coal under existing contracts and no contracts are currently open for review. Exxaro and Eskom are discussing a possible addendum 10 to the Medupi coal-supply and off-take agreement.

#### Revenue

Coal revenue rose 12% from 2014, mainly from commercial mines, reflecting a combination of higher export sales volumes (including ECC since September) at weaker rand international prices, higher Medupi power station coal sales and lower domestic steam volumes at lower prices.

#### Net operating profit or loss

For 2015, coal net operating profit decreased 22% mainly due to:

- Impairment of ECC goodwill (R1 524 million) and the reductants property, plant and equipment (R225 million)
- No GMEP coal-supply agreement shortfall income (2014: R1 466 million)
- Higher depreciation (R188 million) due to a higher asset base
- Inflationary pressures (R157 million).

Offset by:

- Higher local prices (R451 million)
- Higher volumes (R899 million)
- Higher exchange rate gains (R549 million)
- Lower scope changes on environmental rehabilitation provision, including water treatment liabilities (R778 million)
- Lower distribution cost (R451 million).

On finalising the PPA accounting, goodwill of R1 524 million was recognised in terms of IFRS. ECC operations were assessed to be sensitive to the coal index price and R/US\$ exchange rate with a 10 cent move affecting net operating profit by R12 million. At 31 December 2015, the ECC operations were assessed for impairment against these indicators. The 12% decrease in export coal prices from transaction signature date to the reporting date, partially offset by the weakening in the R/US\$ exchange rate in the same period. Impairment assessments resulted in an impairment of goodwill at 31 December 2015.

#### Portfolio improvement

The coal business will continue to deliver growth as Medupi power station ramps up its coal off-take. Additional growth is anticipated and planned from the Belfast project which will boost export volumes when production begins in 2018, and the Thabametsi IPP coal supply in 2020. All remaining capital expenditure is focused on coal to ensure this business's continued growth.

##### • Medupi power station coal-supply

As part of our continued engagement with Eskom on later dates to commission Medupi power station's next five units, we had initial discussions on a possible addendum 10 to the Medupi coal-supply and off-take agreement. The basis of the discussions is Eskom's request to review options available to both parties to reduce future take-or-pay obligations. 2015 deliveries to Eskom were in line with addendum 9, including 2,6Mt delivered to Matimba on addendum 9 terms. For now, all supply and off-take remains in line with addendum 9 to the coal-supply and off-take agreement.

##### • ECC

To optimise this asset further, we are implementing Exxaro's operating philosophy across this recently acquired business.

The capital expenditure plan is continuously being reviewed and only critical capital expenditure is approved until the optimisation of the asset has been finalised. ECC volumes are currently focused on exports, with minimal volumes to the domestic market.

##### • Arnot

Eskom issued Exxaro with a notice that the off-take of coal from Arnot mine would discontinue after 31 December 2015. All production has ceased, a section 189 process was declared and discussions continue with Eskom on the closure and rehabilitation of this mine. Exxaro owns the mining right for this resource while Eskom owns the assets and is responsible for the ultimate mine rehabilitation and post closure obligations.

All equipment and infrastructure is being reclaimed for a disposal strategy that will be implemented by Eskom. In the meantime, the section 189 process is continuing.

- **Grootegeluk 10**

We expect construction to be completed in the second quarter of 2016 with the plant scheduled for handover in May 2016.

- **Grootegeluk 6 phase 2**

The approved water use licence was received in December 2015. However, project execution was delayed by one year due to current market and capital constraints and further delays in the Medupi ramp-up. Detailed design is progressing as planned.

- **Inyanda**

Mining at Inyanda ended in November 2015. A sale transaction for the assets and liabilities of this mine is in progress, subject to conditions precedent (including the section 11 mineral rights transfer).

We continue to review our portfolio in the Mpumalanga area for optimal reconfiguration.

## **FERROUS**

Net operating losses reduced 95% from R6 238 million in 2014 to R306 million in 2015, mainly due to:

- Non-recurring pre-tax impairment loss recorded in 2014 for the Mayoko iron ore project of R5 760 million
- The reduction in operational activities at Mayoko (R69 million)
- Closure of the loss-making Alloystream™ operation in first quarter of 2015 (R108 million).

Included in 2015 net operating loss is a once-off tax expense provision relating to non-income-based taxes of R156 million recorded after receipt of the assessment from the RoC taxation authorities. Exxaro will rigorously contest this assessment by following the appropriate processes.

### **Mayoko iron ore project**

Most of the rolling stock, except for two locomotives, was sold in 2015. No further capital was spent on the project, and we kept operating costs to the minimum. The labour force was reduced from 140 to 15 employees. Despite submitting all documents to the RoC parliamentary authorities in 2015, the mining convention has not yet been ratified.

## **EQUITY-ACCOUNTED INVESTMENTS**

In 2015, Exxaro received 96% lower equity-accounted income and 78% lower dividends from SIOC compared to 2014, largely attributable to the deteriorating iron ore price which necessitated a reconfiguration of the Sishen pit to a lower cost shell. This, together with the significant impact of a weaker iron ore price outlook, resulted in an impairment charge for the Sishen mine of R6 billion (pre-tax), of which Exxaro's share is R1,2 billion (pre-tax).

We will continue to review our major investment as markets evolve. We are considering our options following the announcement by Anglo American plc to dispose of its interest in KIO (SIOC's parent company) at an appropriate time.

Equity-accounted losses from the Tronox investment were R1 503 million, compared to R568 million in 2014. This was mainly due to our share of:

- Stock write-downs to the lower of cost or net realisable value
- Higher consulting fees and financing costs on the Alkali acquisition in 2015.

The performance of this business reflects the resilience and cash-generating abilities from the vertical integration model. Therefore, Tronox continued its dividend payout at 25 US\$ cents per quarter, resulting in our share of the dividends received of R668 million. We will maintain our investment in Tronox at current levels, given prevailing market conditions.

Equity-accounted losses of R53 million from Cennergi (a 50% joint venture with Tata Power) for 2015 improved by 42% compared to the R92 million loss in 2014, mainly due to a successful cost-reduction initiative focused on both labour and non-labour cost.

## **BROAD-BASED BLACK ECONOMIC EMPOWERMENT**

Following our announcements in 2015, we secured additional funding to support Exxaro's controlling BEE shareholder, Main Street 333. This provides a longer-term solution to Exxaro's BEE status until the structure unwinds in 2016. The current Main Street 333 preference share balance is R2,8 billion (IDC supported R621 million, Exxaro loan R426 million and other R175 million) at 31 December 2015.

The lock-in restrictions originally imposed on Main Street 333 as part of Exxaro's current empowerment scheme expire on 30 November 2016, at which point Main Street 333 is free to trade its shares in Exxaro. Currently Main Street 333 has debt obligations that need to be settled by March 2017. We are assessing alternative solutions to address Main Street 333 and its empowerment strategy to find a sustainable and satisfactory solution for all stakeholders and working to implement this solution prior to the November 2016 deadline.



**ECC TRANSACTION**

As part of the DMR's conditions for approving the transfer of ECC's mineral rights to Exxaro (and granting a section 11 transfer of the mining rights in terms of the MPRDA), Exxaro was required to include additional BBEE partners in ECC's assets.

We are reconfiguring the ECC asset base to ensure BEE partners are introduced to a sustainable business, aiming for the most appropriate mechanism to introduce BBEE participation.

**SHAREHOLDER RETURN**

Our dividend policy is based on a cover ratio of between 2,5 and 3,5 times core attributable earnings. While our target has been to move towards a 2,0 times core earnings cover, we are cognisant of the environment in which we operate and our stakeholders' needs. We continuously review this policy to ensure our dividend payouts are sustainable.

As such we are proud that we were able to declare a final dividend of 85 cents for 2015, bringing our total 2015 dividend to 150 cents per share.

**Table 1: Key performance indicators**

Selected ratios		2015 <sup>1</sup>	2014 <sup>2</sup>	2013 <sup>3</sup>	2012 <sup>4</sup>	2011 <sup>4</sup>	2010	2009 <sup>5</sup>	2008 <sup>6</sup>	2007 <sup>6</sup>
Net financing cost cover: EBITDA	Times	9	36	10	11	22	9	7	9	6
Return on equity (ROE):										
attributable income	%	57	14	16	19	36	34	19	32	14
Return on capital employed (ROCE)	%	12	14	19	27	44	38	25	34	20
Return on net assets (RONA)	%	11	14	19	27	43	42	28	39	24
Operating margin	%	27	15	19	43	20	15	2	19	14
Net debt/(cash):equity	%	9	3	20	18	(1)	13	29	18	31
<b>Share statistics</b>										
Total shares in issue on 31 December	Million	358	358	358	358	354	358	357	355	353
– Mpower 2012/Mpower	Million	3	3	3	3		11	11	11	11
– Ordinary	Million	355	355	355	355	354	347	346	344	342
Diluted WANOS	Million	356	355	355	354	348	347	345	343	341
WANOS	Million	355	355	356	355	353	361	358	361	355
Share price as at 31 December	R	44,04	103,50	146,46	169,00	168,00	136,24	104,50	71,90	103,45
Market capitalisation at										
31 December	Rb	16	37	52	60	60	49	37	26	37
Net asset value per share	R	99	96	102	81	68	50	37	38	29
Dividend cover <sup>7</sup>	Times	0,55		3,18	5,47	2,75	3,00	1,48	2,65	2,62
Dividend cover (core)	Times	2,80	2,92	2,63	2,61	2,62	3,00	3,56	2,65	2,62
Dividend per share	Cents	150	470	550	500	800	500	200	375	160
– Interim	Cents	65	260	235	350	300	200	100	175	60
– Final	Cents	85	210	315	150	500	300	100	200	100
<b>Other financial information</b>										
Capital commitments										
– Authorised and contracted	Rm	2 162	2 887	4 204	6 283	8 029	6 475	3 550	889	450
– Authorised but not yet contracted	Rm	1 376	2 160	2 826	4 208	2 413	2 490	1 420	2 711	1 278
– Operating lease commitments	Rm	152	135	212	18	59	132	92	77	126
Guarantees and contingent liabilities	Rm	7 378	2 609	2 066	1 055	1 197	1 007	717	587	201
Finance lease commitments	Rm					189	268	260	254	244
Share-based payments expenses	Rm	186	6	313	131	165	145	91	84	105
– SARs, LTIP, DBP etc.	Rm	79	(101)	222	87	138	115	61	72	59
– Mpower/Mpower 2012	Rm	107	107	91	44	27	30	30	12	46
Executive directors' remuneration	Rm	39	15	37	23	27	23	16	32	30

<sup>1</sup> 2015 excludes the impairment of goodwill realised on the purchase of ECC of R1 524 million as well as an impairment of Reductants operation net of tax of R162 million from earnings.

<sup>2</sup> 2014 excludes the impairment on the Mayoko iron ore project of R5 803 million from earnings.

<sup>3</sup> 2013 excludes the profit on sale of Zincor of R964 million and the net impairment charge of R43 million where applicable.

<sup>4</sup> 2012 and 2011 exclude the impact of impairments and other non-recurring transactions.

<sup>5</sup> 2009 excludes the impact of R1 435 million impairment of the KZN Sands assets.

<sup>6</sup> 2008 and 2007 include Namakwa Sands and Black Mountain's 26% interest as if effective from January 2007.

<sup>7</sup> The declaration of the 2014 dividend was based on cash attributable earnings.

## OUTLOOK

We anticipate that 2016 will be challenging. The key risk to the South African economy for 2016 is the anticipated slowing economic growth (forecast rate of 0,9% for 2016), and thus weakening fiscal fundamentals which could pave the way for a credit rating downgrade. We expect the weak exchange rate to remain vulnerable in 2016 on account of domestic and global events.

We anticipate that international thermal coal prices will remain at current levels for the short to medium term. There is, however, still good international demand for Exxaro's coal. We expect demand from the local metals market to remain subdued in the short to medium term, given the over supply in the market. We expect iron ore markets to remain oversupplied, with suppliers' focus further entrenched on cost reductions to shift the cost curve lower.

We also expect pricing weakness in the mineral sands and TiO<sub>2</sub> pigment sectors to continue throughout 2016, with the slowdown in the Chinese construction industry weighing heavily on the titanium value chain.

Our cost base was streamlined but, given the prevailing operating environment, we will continue to identify areas where we can achieve both reductions and efficiency improvements. We expect to receive no dividends from SIOC and significantly lower dividends from Tronox in 2016. In the meantime, we will continue to review our major investments as markets evolve. Part of this includes considering our options following the announcement by Anglo American plc to dispose of its interest in KIO at an appropriate time.

Our focus in the short to medium term will be to:

- Prioritise and stagger projects (mainly expansion capital) to preserve cash and ensure debt remains within acceptable levels. An internal target of net debt at less than two times EBITDA has been set
- Continue to reduce input and overhead costs by R300 million in 2016
- Ensure we maintain high levels of cash generated from controlled operations
- Maintain our dividend payout philosophy of between 2,5 to 3,5 times core earnings cover
- Develop Exxaro's future BEE shareholding strategy amid regulatory uncertainty and ensure the current BEE structure unwinds efficiently with minimal impact on stakeholders
- Evaluate our continued shareholding in key investments (mainly SIOC and Tronox) and assess the ability of these investments to contribute to our future earnings and cash flow
- Further optimising ECC assets
- Increasing investor confidence in Exxaro's prospects for the coal business through increased communication of the coal business strategy.