

Management Discussion and Analysis for the three months ended 31 March 2020

Financial and non-financial highlights

Revenue

<u>Q1 2020</u> **122,764**

+18% from Q1 2019 -3% from Q4 2019

EBITDA <u>Q1 2020</u>

56,351

+17% from Q1 2019 +21% from Q4 2019

Adjusted EBITDA

<u>Q1 2020</u>

55,182

+36% from Q1 2019

+12% from O4 2019

Results from operating activities

<u>Q1 2020</u>

34,860 +51% from Q1 2019 +82% from Q4 2019

EBITDA margin

45.9% +0 points from Q1 2019

+0 points from Q1 2019 +9 points from Q4 2019

Adjusted EBITDA margin Q1 2020 44.9%

+6 points from Q1 2019 +6 points from Q4 2019

Net debt to EBITDA 31 Mar 2020

5.94

6.20 as at 31-Mar-2019 5.20 as at 31-Dec-2019

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1.Profit or Loss Statement

Profit and loss statement

3 month period ended 31 March

| GEL '000 | 3M 2020 | 3M 2019 | y-o-y % change | y-o-y Abs. change |
|--|----------|---------|-------------------|----------------------|
| Revenue | 122,764 | 104,218 | 17.8% | 18,546 |
| Other income | 708 | 8,244 | -91.4% | -7,536 |
| Impairment loss on property, plant and equipment | 0 | 0 | 0.0% | 0 |
| Impairment loss on trade receivables | -1,301 | 0 | 100.0% | -1,301 |
| Employee benefits expense | -40,230 | -37,551 | 7.1% | -2,679 |
| Depreciation and amortization | -20,189 | -25,072 | -19.5% | 4,883 |
| Electricity, consumables and maintenance costs | -11,697 | -11,256 | 3.9% | -441 |
| Other expenses | -15,195 | -15,514 | -2.1% | 319 |
| Result from operating activities | 34,860 | 23,068 | 51.1% | 11,792 |
| Net finance income/loss | -198,150 | -15,187 | 1204.8% | -182,963 |
| Profit before income tax | -163,290 | 7,881 | -2171.8% | -171,171 |
| Income tax expense(benefit) | -221 | -223 | -1.0% | 2 |
| Profit and total comprehensive income | -163,511 | 7,658 | -2235.1% | -171,169 |
| | - / / | | | |
| EBITDA | 56,351 | 48,141 | 17.1% | 8,210 |
| EBITDA margin | 45.90% | 46.19% | NA | -0.3% |
| Adjusted EBITDA | 55,182 | 40,615 | 35.9% | 14,567 |
| Adjusted EBITDA Margin | 44.95% | 38.97% | NA | 6.0% |

1.1Revenue

Revenue breakdown

| 3 month period ended 31 March | | | | | In GEL '000 |
|-----------------------------------|---------|---------|----------|-------------------------------------|-------------|
| GEL '000 | 3M 2020 | 3M 2019 | % Change | % Change at constant currency | Abs. Change |
| | | | | | |
| Freight transportation* | 76,493 | 70,736 | 8.1% | -1.4% | 5,758 |
| Freight handling* | 18,068 | 8,147 | 121.8% | 102.3% | 9,921 |
| Logistical service* | 13,114 | 9,975 | 31.5% | 19.9% | 3,139 |
| Freight car rental | 8,325 | 7,866 | 5.8% | -3.5% | 459 |
| Passenger traffic | 4,682 | 4,733 | -1.1% | -9.8% | -51 |
| Other | 2,082 | 2,761 | -24.6% | -31.2% | -679 |
| Revenue | 122,764 | 104,218 | 17.8% | 7.4% | 18,546 |
| Other income | 708 | 8,244 | -91.4% | -92.2% | -7,536 |
| | | | | | |
| Freight transportation | 76,493 | 70,736 | 8.1% | -1.4% | 5,757 |
| Liquid cargoes | 28,243 | 27,889 | 1.3% | -7.6% | 355 |
| Oil products | 28,026 | 27,879 | 0.5% | -8.3% | 147 |
| Crude oil | 218 | 10 | 2157.8% | 1959.0% | 208 |
| | | | | | |
| Dry cargoes | 48,250 | 42,847 | 12.6% | 2.7% | 5,403 |
| Ores | 9,560 | 8,735 | 9.5% | -0.2% | 826 |
| Grain | 951 | 1,090 | -12.7% | -20.4% | -138 |
| Ferrous metals and scrap | 3,876 | 2,551 | 51.9% | 38.5% | 1,325 |
| Sugar | 14 | 3,638 | -99.6% | -99.7% | -3,624 |
| Chemicals and fertilizers | 8,538 | 5,945 | 43.6% | 31.0% | 2,593 |
| Construction freight | 1,830 | 2,432 | -24.8% | -31.4% | -602 |
| Industrial freight | 1,408 | 1,067 | 31.9% | 20.3% | 340 |
| Cement | 218 | 533 | -59.1% | -62.7% | -315 |
| Other | 21,856 | 16,857 | 29.7% | 18.2% | 4,999 |
| Freight turnover (million ton-km) | 772 | 685 | 12.8% | NA | 87 |
| Revenue / ton-km (in Tetri) | 9.91 | 10.33 | -4.1% | -12.5% | -0.42 |

The following charts represent revenue breakdown for the three months ended 31 March 2020 and 2019:



Freight transportation revenue

Freight transportation revenue, increased by 8 percent (GEL 5.8 million) during the three months ended 31 March 2020, compared to the same period of the previous year.

| | Average rate | | | Rep | porting date spot r | ates | |
|-----|--------------|---------|----------|-----------|---------------------|-----------|-----------|
| | 3M 2020 | 3M 2019 | % Change | 31-Mar-20 | 31-Dec-19 | 31-Mar-19 | 31-Dec-18 |
| USD | 2.93 | 2.67 | 9.65% | 3.28 | 2.87 | 2.69 | 2.68 |
| CHF | 3.02 | 2.68 | 12.93% | 3.44 | 2.95 | 2.70 | 2.73 |

The Group's transportation revenue depends on several factors, including GEL/USD exchange rate as the Group's tariffs for freight transportation are denominated in USD. Fluctuations in GEL/USD exchange rate also affect the Group's profitability, as significant part of the expenses are denominated in GEL.

Total freight volume transported by the Group during the three months ended 31 March 2020 has increased by 10 percent, compared to the same period of previous year. Transported volumes of liquid cargo has increased by 7 percent, transported volumes of dry cargo has increased by 11 percent (see Appendix 1).

Oil Products

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|-------------------------------------|
| Revenue (GEL'000) | 28,026 | 27,879 | 0.5% | -8.3% |
| Freight volume (ton '000) | 762.0 | 716.3 | 6.4% | NA |
| Freight turnover (million ton-km) | 229.2 | 214.0 | 7.1% | NA |
| Revenue / ton-km (in Tetri) | 12.23 | 13.03 | -6.1% | -14.4% |

Main directions of cargo

Oil products currently are the main component of liquid cargo (nearly 99 percent of the transportation volume of liquid cargo in 2020). They are mainly transported by rail, as there is practically no competition from pipelines.

Oil products transported by the Group during three months period ended 31 March 2020 mainly originated from Azerbaijan, Russia, Kazakhstan and Turkmenistan with significant changes in transportation direction mix compared to the same period of 2019.

Factors influencing performance

<u>Ton-kilometers</u> – 7 percent increase in transportation turnover was mainly driven by increased transported volume by 6 percent, mainly caused by increased transportation from Turkmenistan by 133,000 tons.

<u>Revenue/ton-km (in Tetri)</u> - decrease in average revenue per ton-kilometer during the period under review, compared to the same period of the previous year, was mainly due to changes in product category mix. The share of gasoline, heavy fuel and light aviation fuel





(which are relatively more profitable products) has decreased and the share of light fuel oil (which is relatively less profitable product) has increased in total oil products transported by Georgian Railway.

Crude Oil

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|-------------------------------------|
| Revenue (GEL'000) | 218 | 10 | 2157.8% | 1959.0% |
| Freight volume (ton '000) | 5.0 | 0.3 | 1869.7% | NA |
| Freight turnover (million ton-km) | 1.8 | 0.1 | 2140.5% | NA |
| Revenue / ton-km (in Tetri) | 11.98 | 11.89 | 0.8% | -8.1% |

Main directions of cargo

Within the three months ended 31 March 2020, the only country of origin was Azerbaijan with approximately 5,000 tons, while 253 tons were transported from Georgia in the same period of the previous year.

Factors influencing performance

<u>Ton-kilometers</u> – Transportation turnover increased 22 times due to increased volumes from Azerbaijan by approximately 5,000 tons in the first three months of 2020.

<u>Revenue/ton-km (in Tetri)</u> – despite significant increase in tons and in revenue, revenue/ton-km remained at about the same level, because there was a minor increase in average hall and decrease in average tariff (Azerbaijan is relatively less profitable direction), in the first three month of 2020, compared to the same period of 2019.

Ores

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|-------------------------------------|
| Revenue (GEL'000) | 9,560 | 8,735 | 9.5% | -0.2% |
| Freight volume (ton '000) | 463.3 | 395.5 | 17.1% | NA |
| Freight turnover (million ton-km) | 103.9 | 99.1 | 4.9% | NA |
| Revenue / ton-km (in Tetri) | 9.20 | 8.81 | 4.4% | -4.8% |



Ore products transported by the Group during three months ended 31 March 2020, mainly originated from Russia, Armenia and Georgia. Main destination countries were Georgia, Bulgaria, Cyprus and China. Transportation volume by countries of origin 33% 23% 23% 23% 27% 17% 25% 18% 20% 18% 20% 3M 2020 3M 2020 3M 2019 • Russia • Armenia • Georgia • Other





Factors influencing performance

<u>Ton-kilometers</u> – 17 percent increase in transportation turnover was mainly driven by increased transportation to Georgia and Cyprus by 74,000 tons and 26,000 tons, respectively.

<u>Revenue/ton-km (in Tetri)</u> – increase in average revenue per ton-kilometer was mainly due to change in product direction mix and product category mix. The share of freight volumes to relatively more profitable direction, such Georgia increased and the Transportation volume by destination countries



share of manganese ores and concentrates (which is relatively more profitable product) increased significantly, in the first three month of 2020, compared to the same period of previous year.

Ferrous metals and scrap

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|-------------------------------------|
| Revenue (GEL'000) | 3,876 | 2,551 | 51.9% | 38.6% |
| Freight volume (ton '000) | 160.4 | 138.4 | 15.9% | NA |
| Freight turnover (million ton-km) | 42.0 | 30.8 | 36.5% | NA |
| Revenue / ton-km (in Tetri) | 9.22 | 8.29 | 11.3% | 1.5% |

Main directions of cargo

Ferrous metals and scrap transported by the Group during three months ended 31 March 2020, mainly originated from Georgia, China and Ukraine, while main destination countries were Georgia, China, Ukraine and Russia.

Factors influencing performance

<u>Ton-kilometers</u> – 16 percent increase in transportation turnover was mainly

driven by increased transportation to Russia and Ukraine, by 24,000 tons and 8,000 tons, respectively.





<u>Revenue/ton-km (in Tetri)</u> – increase in average revenue per ton-kilometer was mainly due to change in product direction mix. The share of freight volumes transported to Russia and Ukraine (which are relatively more profitable directions) has increased, while share of freight volumes to Georgia and China (which are relatively less profitable directions) has decreased in total ferrous metals and scrap transported by the Group. Another



reason was the change in product category mix. The share of flat products made of iron or non-alloy steel (which is relatively more profitable product) has increased significantly, while the share of Ferro silicon manganese (which is relatively less profitable product) has decreased in first three month of 2020, compared to the same period of 2019.

Sugar

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|-------------------------------------|
| Revenue (GEL'000) | 14 | 3,638 | -99.6% | -99.7% |
| Freight volume (ton '000) | 1.1 | 79.4 | -98.6% | NA |
| Freight turnover (million ton-km) | 0.1 | 31.3 | -99.7% | NA |
| Revenue / ton-km (in Tetri) | 17.27 | 11.61 | 48.8% | 35.7% |

Main directions of cargo

Product direction mix has significantly changed during three months ended 31 March 2020 with Azerbaijan being main origin country, with the share of 94 percent, compared to Brazil and Ukraine being main origin countries in the same period of the previous year with the share of 98 percent in total Sugar transported by the Group. The main destination country was Georgia in the three month period ended 31 march of 2020, while Azerbaijan was main country of

destination in the same period of the previous year.



Factors influencing performance

<u>Ton-kilometers</u> – 99 percent decrease in freight turnover during the period under review, compared to the same period of the previous year, was mainly driven by ceased transportation from Brazil in 2020 (63,000 tons were transported in three months ended 31 March 2019), as well as decreased transportation from Ukraine by 15,000 tons in the three month period of 2020, compared to the same period of 2019.



<u>Revenue/ton-km (in Tetri)</u> – increase in average revenue per ton-kilometer was caused by change in product direction mix. The share of volumes transported from Azerbaijan to Georgia (relatively more profitable direction) has increased significantly.

Chemicals and fertilizers

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|----------------------------------|
| Revenue (GEL'000) | 8,538 | 5,945 | 43.6% | 31.0% |
| Freight volume (ton '000) | 364.2 | 244.8 | 48.8% | NA |
| Freight turnover (million ton-km) | 119.9 | 78.4 | 52.9% | NA |
| Revenue / ton-km (in Tetri) | 7.12 | 7.58 | -6.1% | -14.4% |

Main directions of cargo

Chemicals and fertilizers transported by the Group during three months ended 31 March 2020, mainly originated from Georgia, Turkmenistan and Azerbaijan (174,000 tons, 139,000 tons and 42,000 tons, respectively).

Factors influencing performance

Transportation volume by countries of origin 76% 22% 22% 2% 3M 2020 3M 2019 Georgia Turkmenistan Azerbaijan Other

Ton-kilometers - 53 percent increase in

freight turnover during the period under review, compared to the same period of the previous year, was mainly driven by increased volumes from Turkmenistan and Azerbaijan by 86,000 tons and by 42,000 tons, respectively.

<u>Revenue/ton-km (in Tetri)</u> – decrease in average revenue per ton-kilometer was caused by change in product category mix. The share of ammonium nitrate (which is relatively more profitable product) has decreased, while the share of urea products transported from Turkmenistan (relatively less

profitable product) has increased, in the first three months of 2020, compared to the same period of 2019.

Other products

3 Month period ended 31 March

| | 3M 2020 | 3M 2019 | % Change | % Change at constant currency |
|-----------------------------------|---------|---------|----------|-------------------------------------|
| Revenue (GEL'000) | 21,856 | 16,857 | 29.7% | 18.2% |
| Freight volume (ton '000) | 673.6 | 494.9 | 36.1% | NA |
| Freight turnover (million ton-km) | 214.5 | 153.1 | 40.1% | NA |
| Revenue / ton-km (in Tetri) | 10.19 | 11.01 | -7.4% | -15.6% |

Main directions of cargo

Freight from other products category in three months ended 31 March 2020 was mainly originated from Azerbaijan, Kazakhstan, Georgia, Turkmenistan and China (130,000 tons, 114,000 tons, 89,000 tons, 68,000 tons and 53,000 tons, respectively), while the main destination countries were Turkey, Azerbaijan, China, Georgia and Kazakhstan (119,000 tons, 78,000 tons, 77,000 tons, 73,000 tons and 38,000 tons, respectively).

Factors influencing performance

<u>Ton-kilometers</u> – 40 percent increase in transportation turnover was mainly driven by increased volumes from Kazakhstan and Turkmenistan by 60,000 tons and 57,000 tons, respectively.

<u>Revenue/ton-km (in Tetri)</u> – decrease in average revenue per ton-kilometer was mainly driven by product category mix. The share of natural mineral waters and some types of meat products (relatively

Transportation volume by countries of origin





more profitable products) has decreased, while the share of unalloyed aluminum and sulfur (relatively less profitable product) has increased in total volumes transported.

Freight handling

The increase in revenue from freight handling by 122 percent (GEL 9.9 million) during the three months ended 31 March 2020, compared to the same period of 2019, was mainly caused by increased station services by 13% and by significant increase in 24 hour services in the first month of 2020, compared to the same period of 2019.

Logistical services

The increase in logistical services by GEL 3.1 million during the three months ended 31 March 2020, compared to the same period of the previous year, was mostly attributable to increased transportation of GR's subsidiary company, which mainly serves container transportation.

Passenger transportation

| 3 month period ended 31 March | | | | In '000 GEL |
|-------------------------------|---------|---------|----------|-------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. change |
| Revenue | 4,682 | 4,733 | -1.1% | -51 |
| Number of passengers | 553 | 562 | -1.6% | -9 |

Revenue from passenger transportation has decreased by 1 percent during the three months ended 31 March 2020, compared to the same period of the previous year and the number of passengers has decreased by the same percent.

First two months of 2020 was a successful period for passenger SBU. Revenue from passenger transportation has increased by 26 percent, and the number of passengers increased by 18 percent, during the first two months of 2020, compared to the same period of 2019. However, the rise was offset by the Government regulations against Covid-19 pandemic: the second half of March 2020 the government temporarily ceased passenger transportation.

Other revenue

The decrease in other revenue by GEL 0.7 million during the first quarter of 2020, compared to the same period of 2019 was mostly attributable to decreased revenue from sale of scrap (GEL 0.9 million).

1.2 Other income

In order to better illustrate the operational profitability of the Group, other income is split into two categories: continuing operations (such as income from services of heavy equipment, penalties on creditors and debtors, etc.) and non-continuing operations (such as gain or loss from sale of fixed assets and other items which are not expected to reoccur in the following periods).

Other income

| <i>For the year ended 31 December</i> | | | | In GEL '000 |
|---------------------------------------|---------|---------|----------|-------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. change |
| Continuing operations | -557 | 718 | -177.6% | -1,275 |
| Non-continuing operations | 1,265 | 7,526 | -83.2% | -6,261 |
| Total | 708 | 8,244 | -91.4% | -7,536 |

Continuing operations decreased by GEL 1.3 million during the three months ended 31 March 2020, compared to the same period of the previous year. Loss in continuing operations, during first quarter of 2020, was mainly due to accounting correction of prior periods. The non-continuing operations decreased by GEL 6.3 million in three months' period ended 31 March 2020, compared to the same period of 2019. These decrease was mostly due to provisions made for the prior periods.

1.3 Operating expenses

Total operating expenses for the three months ended 31 March 2020 decreased approximately by GEL 0.8 million, compared to the same period of the previous year. The decrease was mainly caused by reduction in depreciation and amortization expenses.

Operating expenses

| 3 month period ended 31 March | | | | In GEL '000 |
|---------------------------------------|---------|---------|----------|----------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. change |
| Employee benefits expense | 40,230 | 37,551 | 7.1% | 2,679 |
| Depreciation and amortization expense | 20,189 | 25,072 | -19.5% | -4,883 |
| Impairment loss on trade receivables | 1,301 | 0 | #DIV/0! | 1,301 |
| Electricity | 5,808 | 5,723 | 1.5% | 86 |
| Materials | 2,451 | 3,245 | -24.4% | -793 |
| Repair and maintenance | 1,750 | 566 | 209.2% | 1,184 |
| Fuel | 1,687 | 1,722 | -2.1% | -35 |
| Freight car rental | 1,585 | 1,528 | 3.7% | 57 |
| Logistical service | 2,258 | 2,396 | -5.8% | -138 |
| Security, other op. expenses | 5,340 | 4,805 | 11.1% | 535 |
| Taxes other than income tax | 6,012 | 6,785 | -11.4% | -773 |
| Total | 88,612 | 89,393 | -0.9% | -781 |

8 month period ended 31 March

The following charts represent the cost structure for the three months ended 31 March 2020 and 2019:



Employee benefits expense

The increase in employee benefits expense during the three months ended 31 March 2020, compared to the same period of the previous year, was mainly due to a board decision by the Management, from December 2019, the wages of about 11,000 employees increased by 10%.

Number of employees (excluding subsidiaries) by the end of March 2020 was equal to 12,635 and by the end of March 2019 was 12,662.

Following charts show the headcount by strategic business units and head office of the Company



Materials, repair and maintenance expenses

The Group's materials, repair and maintenance expenses are influenced by its rolling stock equipment balance and subsequent utilization level. During the three months ended 31 March 2020 transportation turnover increased compared to the same period of the previous year, consequently, material, repair and maintenance expenses increased by 10 percent (GEL 0.4 million). The increase was mainly caused by increased expenditure on materials, construction works, as well as the repair of rolling stock.

Electricity expenses

Electricity expenses

| 3 month period ended 31 March | | | | In GEL '000 |
|----------------------------------|---------|---------|----------|-------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. change |
| Electricity expenses of traction | 4,621 | 4,495 | 2.8% | 126 |
| Utility expenses | 1,187 | 1,227 | -3.3% | -41 |
| Total | 5,808 | 5,723 | 1.5% | 85 |

There was a 3 percent increase in electricity expenses of traction during the three months ended 31 March 2020, compared to the same period of 2019, accordingly gross ton-kilometers have increased by about 12 percent. This change was mainly driven by increased volumes in the first quarter of 2020 compared to the same period of 2019. Georgian Railway has fixed price for more than 90 percent of its electricity needs under agreement on electricity procurement, the rest of the electricity is procured on open market.

Purchased electricity and weighted average tariff

3 month period ended 31 March

| | | 3M 2020 | | | 3M 2019 | |
|----------|------|----------------------------|------------------------------|------|----------------------------|------------------------------|
| | GWh | Gross ton- km (million) | Weighted av. tariff (GEL) | GWh | Gross ton- km (million) | Weighted av. tariff (GEL) |
| January | 13.2 | 543.7 | 0.131 | 11.3 | 389.4 | 0.130 |
| February | 11.1 | 434.1 | 0.130 | 11.0 | 413.5 | 0.130 |
| March | 11.1 | 468.9 | 0.130 | 12.3 | 488.7 | 0.130 |
| Total | 35.5 | 1,446.7 | 0.130 | 34.6 | 1,291.6 | 0.130 |

Note: The table above includes only electricity consumed of traction

Security and other operating expenses

Security and other operating expenses increased by 11% (GEL 0.5 million), during first three months of 2020, compared to 2019. These increase was mainly due to increased cost of information services, cost of consulting services and cost of legal services.

Taxes other than income tax

Taxes other than income tax

| 3 Month period ended 31 March | | | | In GEL '000 |
|-------------------------------|---------|----------------|----------|-------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. change |
| Property tax | 3,024 | 3,526 | -14.2% | -501 |
| Land tax | 2,968 | 2,955 | 0.4% | 13 |
| Other taxes* | 20 | 304 | -93.4% | -284 |
| Total | 6,012 | 6,785 | -11.4% | -773 |

*Other taxes also include all subsidiaries' taxes (other than income tax).

In the three months ended 31 March 2020, compared to the same period of 2019, property tax has decreased by 11 percent (GEL 0.8 million), which was mainly caused by impairment of property, plant and equipment, as well as depreciation of property, plant and equipment.

Other taxes category decreased due to lower customs penalties of one of the GR's subsidiary company, in the first quarter period ended 31 March 2020, compared to the same period of 2019.

1.4 Finance income and cost

Finance income and cost

| 3 month period ended 31 March | | | | In GEL '000 |
|--------------------------------------|----------|---------|----------|-------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. change |
| Interest income | 3,862 | 3,130 | 23.4% | 732 |
| Impairment gain on trade receivables | 0 | 726 | -100.0% | -726 |
| Impairment loss on issued loans | -19 | 0 | 100.0% | -19 |
| Impairment loss on cash in bank | -55 | 0 | 100.0% | -55 |
| Interest expense | -12,978 | -11,383 | 14.0% | -1,595 |
| FX gain/loss | -188,960 | -7,659 | 2367.0% | -181,301 |
| Net finance income/loss | -198,150 | -15,187 | 1204.8% | -182,963 |

In the three months ended 31 March 2020 the Group showed GEL 198.2 million net finance loss, compared to GEL 15.2 million in the same period of 2019. The negative difference of GEL 183.0 million was mainly due to the fluctuation of GEL against foreign currencies.

GEL/USD exchange rate fluctuation has significant effect on net finance income/cost. Due to GEL depreciation against USD by 15 percent as at 31 March 2020 compared to 31 December 2019 (GEL/USD exchange rate 3.28 versus 2.87), the Group experienced net foreign exchange loss of GEL 189.0 million.

Higher interest expense during the three months ended 31 March 2020, compared to the same period of 2019, was mainly due to depreciation of GEL against USD.

Higher interest income by GEL 0.7 million in the three months ended 31 March 2020 compared to the same period of 2019, was mainly due to the higher average cash balances and higher interest rates.

1.5 Income tax expense/benefit

In May 2016, the Parliament of Georgia adopted amendments to the Tax Code of Georgia. The new tax code is effective from 1 January 2017. According to the new tax code, previously active profit tax regulation was changed to so-called "tax on distributed profits" model. Apparently, there was no significant change in income tax expenses in the first three months of 2020, compared to the same period of 2019.

2. Balance Sheet

Balance sheet

3 Month period ended 31 March

| | 31-Mar-20 | 31-Dec-19 | % Change | Abs. change |
|-------------------------------|-----------|-----------|----------|----------------|
| TOTAL ASSETS | 2,346,210 | 2,313,563 | 1.41% | 32,647 |
| Changes are mainly due to: | | | | |
| Loan receivable (LT) | 28,313 | 24,133 | 17.32% | 4,179 |
| Trade and other receivables | 39,440 | 24,337 | 62.06% | 15,104 |
| Cash and cash equivalents | 272,833 | 257,976 | 5.76% | 14,858 |
| | | | | |
| TOTAL LIABILITIES | 1,986,353 | 1,790,198 | 10.96% | 196,155 |
| Changes are mainly due to: | | | | |
| Loans and borrowings (LT) | 1,719,475 | 1,500,687 | 14.58% | 218,788 |
| Loans and borrowings (ST) | 43,062 | 64,944 | -33.69% | -21,882 |
| Trade and other payables (ST) | 142,910 | 149,864 | -4.64% | -6,955 |

Significant changes in assets

GEL 4.2 million increase in loan receivable was due to increase in issued long term loans.

GEL 15.1 million increase in trade and other receivables, in the three months ended 31 March 2020, mainly was due to depreciation of GEL against USD and increased receivables of GR's subsidiary company that serves container transportation.

Cash and cash equivalents have increased by GEL 14.9 million in the three months ended 31 March 2020, which was mainly caused by decreased cash outflows for acquisition of property, plant and equipment as well as positive effects of exchange rate changes on the balance of cash held in foreign currencies. (*See heading 3 "Cash Flow Statement"*).

Significant changes in liabilities

Loans and borrowings (LT) – During first three month of 2020, the increase of GEL 218.8 million in long-term borrowings, was mainly due to debt revaluation, as GEL depreciated against USD by about 15 percent and the Group's debts are denominated in USD.

Loans and borrowings (ST) – decrease in short-term loans and borrowings in three month period ended 31 March of 2020, was mainly due to decreased interest payable on issued bonds as interest is paid in the beginning of the fiscal year.

GEL 2.3 million decrease in <u>trade and other payables</u> was mainly due to a decreased amount of payments to suppliers as well as decreased liability on ongoing infrastructure projects.

3. Cash Flow Statement

Cash flow statement

| 3 Month period ended 31 March | | In GEL '000 |
|---|---------|-------------|
| | 3M 2020 | 3M 2019 |
| Cash flows from operating activities | | |
| Cash receipts from customers | 117,986 | 112,077 |
| Cash paid to suppliers and employees | -59,838 | -57,194 |
| Cash flows from operations before income taxes paid | 58,147 | 54,882 |
| Income tax paid | - | - |
| Net cash from operating activities | 58,147 | 54,882 |
| | | |
| Cash flows from investing activities | | |
| Acquisition of property, plant and equipment | -13,303 | -26,726 |
| Proceeds from sale of property, plant and equipment | 2,382 | 1,224 |
| Interest received | 423 | 2,501 |
| Refund of the loan | - | - |
| Net cash used in investing activities | -10,497 | -23,001 |
| Cash flows from financing activities | | |
| Proceeds from borrowings | - | - |
| Repayment of borrowings | - | - |
| Interest paid | -55,637 | -51,854 |
| Net cash from used in financing activities | -55,637 | -51,854 |
| | | |
| Net increase/(decrease) in cash and cash equivalents | -7,987 | -19,973 |
| Cash and cash equivalents at 1 January | 257,975 | 241,308 |
| Effect of exchange rate fluctuations on cash and cash equivalents | 22,902 | 1,045 |
| Cash and cash equivalents provision | -55 | - |
| Cash and cash equivalents at the end of the period | 272,833 | 222,379 |

Operating activities

Net cash from operating activities increased by GEL 3.3 million in the three months ended 31 March 2020, compared to the same period of the previous year. The change was driven by increase in cash receipts from customers by GEL 5.9 million, which was partly offset by the increase in cash paid to suppliers and employees.

Investing activities

Cash used in investing activities has decreased by GEL 12.5 million in the three months ended 31 March 2020, compared to the same period of the previous year. The decrease was mainly due to the decrease in acquisition of property, plant and equipment. This was mainly caused due to lower cash outflows on Modernization Project in first three months' period of 2020, compared to the same period of 2019.

Financing activities

Higher interest paid in the three months ended 31 March 2020, compared to the same period of the previous year, was mainly due GEL depreciation against USD, as the Groups debts are denominated in USD.

Appendix 1

Breakdown of freight transportation in tons

| 3 Month period ended 31 March | | | | In thousand tons |
|-------------------------------|---------|---------|----------|------------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. Change |
| Liquid cargoes | 767 | 717 | 7.0% | 50.4 |
| Oil products | 762 | 716 | 6.4% | 45.6 |
| Crude oil | 5 | 0.3 | 1869.7% | 4.7 |
| | | | | |
| Dry cargoes | 2,007 | 1,804 | 11.3% | 203.3 |
| Ores | 463 | 395 | 17.1% | 67.8 |
| Grain | 53 | 96 | -45.3% | -43.6 |
| Ferrous metals and scrap | 160 | 138 | 15.9% | 22.0 |
| Sugar | 1 | 79 | -98.6% | -78.3 |
| Chemicals and fertilizers | 364 | 245 | 48.8% | 119.4 |
| Construction freight | 182 | 265 | -31.4% | -83.2 |
| Industrial freight | 93 | 63 | 47.0% | 29.7 |
| Cement | 17 | 26 | -35.5% | -9.2 |
| Other | 674 | 495 | 36.1% | 178.7 |
| Total | 2,774 | 2,521 | 10.1% | 253.6 |

Appendix 2

Breakdown of freight transportation in ton-kilometers

| 3 Month period ended 31 March | | | | on ton-kilometers |
|-------------------------------|---------|---------|----------|-------------------|
| | 3M 2020 | 3M 2019 | % Change | Abs. Change |
| Liquid cargoes | 231 | 214 | 7.9% | 17 |
| Oil products | 229 | 214 | 7.1% | 15 |
| Crude oil | 2 | 0 | 2140.5% | 2 |
| | | | | 0 |
| Dry cargoes | 541 | 471 | 15.0% | 70 |
| Ores | 104 | 99 | 4.9% | 5 |
| Grain | 9 | 18 | -47.8% | -8 |
| Ferrous metals and scrap | 42 | 31 | 36.5% | 11 |
| Sugar | 0 | 31 | -99.7% | -31 |
| Chemicals and fertilizers | 120 | 78 | 52.9% | 41 |
| Construction freight | 31 | 40 | -22.0% | -9 |
| Industrial freight | 16 | 14 | 15.1% | 2 |
| Cement | 4 | 6 | -33.2% | -2 |
| Other | 214 | 153 | 40.1% | 61 |
| Total | 772 | 685 | 12.8% | 87 |

Appendix 3

According to Condition 3 (d) of the "Terms and Conditions of the Notes" (The U.S. \$500,000,000 7.75% Notes due 11 July 2022 issued by Georgian Railway JSC on 5 July 2012), Georgian Railway and/or its subsidiary is entitled to incur financial indebtedness if the ratio of Net Financial Indebtedness of the Issuer and its Subsidiaries as of the date of such Incurrence to the aggregate amount of EBITDA for the most recent annual financial period for which consolidated financial statements have been delivered, does not exceed 3.5 to 1.

Given table sets forth calculation of Net Financial Indebtedness to EBITDA as at 31 March 2020 and according to the above mentioned Condition 3 (d) of the "Terms and Conditions of the Notes". However, this calculation is for information only and does not implicate that 31 March 2020 is the Incurrence date (or "the date of determination") as defined in Condition 3 of the "Terms and Conditions of the Notes".

| In 000 GEL | | |
|---|--------------|--------------|
| Net Financial Indebtedness as at: | 31-Mar-20 | 31-Dec-19 |
| Financial indebtedness | 1,762,538 | 1,565,631 |
| less: | | |
| Available credit facilities | 163,380 | 146,708 |
| Cash | 272,833 | 257,975 |
| Net Financial Indebtedness: | 1,326,324 | 1,160,949 |
| | | |
| | Twelve-month | Twelve-month |
| | period ended | period ended |
| The most recent annual financial period | 31-Dec-19 | 31-Dec-19 |
| Results from operating activities | 108,214 | 108,214 |
| Depreciation add-back | 81,235 | 81,235 |
| Impairment loss on property, plant and equipment add-back | 0 | 0 |
| Impairment loss on trade receivables | 33,729 | 33,729 |
| EBITDA | 223,178 | 223,178 |
| Net Financial Indebtedness/EBITDA | 5.94 | 5.20 |

Calculations of ratio of Net Financial Indebtedness to EBITDA: