



RATING ACTION COMMENTARY

Fitch Rates MVM's EUR500m Eurobonds at 'BBB'

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Fitch Ratings - Warsaw - 15 Nov 2021: Fitch Ratings has assigned Hungary's largest electricity and gas utility MVM Zrt.'s (BBB/Stable) EUR500 million six-year 0.875% Eurobonds a final foreign-currency senior unsecured rating of 'BBB'.

The bonds' rating is at the same level as MVM's Long-Term Foreign-Currency Issuer Default Rating (IDR), as the bonds will constitute senior, unsubordinated, unconditional and unsecured obligations of MVM.

The proceeds from the bonds will be used to finance general corporate purposes. The bond documentation includes negative pledge, a change of control put option, redemption at the issuer's option for tax reasons and cross default to any indebtedness of the issuer or any of its material subsidiaries with a EUR70 million threshold.

KEY RATING DRIVERS

Leading Market Position: MVM's business profile benefits from its strong market position in Hungary, spanning electricity generation (64% market share), gas imports (off-taker in the main gas imports contract), gas storage (65% market share), electricity transmission (100% market share), electricity and gas distribution (27% and 48%, respectively), as well as electricity and gas wholesale and retail supply as the main company in the market.

Substantial Regulated and Quasi-Regulated Business: MVM's business profile also benefits from an estimated 45% average share of regulated and quasi-regulated EBITDA under the Fitch rating case over 2020-2023. The regulated component contains electricity transmission and electricity and gas distribution, while the quasi-regulated contribution comes primarily from gas storage and renewable generation.

RAB-remunerated Networks: The regulatory framework for networks in Hungary is based on a regulatory asset base (RAB) concept and matches the EU's standards. The framework benefits from full insulation from volume risk through a two-year correction mechanism, which is supportive of the business profile of MVM's regulated networks.

Low-Carbon Generation: MVM has lower exposure to rising CO₂ costs and is better positioned in the energy transition than most of its Fitch-rated central European peers. This is attributed to the low carbon footprint of the company's 3.9GW generation fleet, which is based on nuclear generation (52% of generation capacity), natural gas and other (19%) and renewables (7%), complemented by coal, biomass and waste (23%).

The carbon footprint will decrease further upon the planned phase-out of coal by 2025 by replacing its Matra coal-fired power plant with combined cycle gas turbine (CCGT) capacity, which will be positive for MVM's electricity generation business profile.

Spike in Energy Prices: We expect that the recent spike in energy prices may have a negative impact on MVM's gas and electricity retail business if the company is not able to fully reflect higher commodity prices in end-user prices or mitigate the impact in the next 12-18 months. We do not expect this factor to drive rating action, but lower profitability and higher working capital needs may reduce MVM's rating headroom, depending on the development of energy prices and regulated tariffs. The impact would be mitigated by improved profitability of nuclear generation.

Expansion in Central Europe: MVM's strategy provides for expansion in central Europe, so that by 2025 25% of EBITDA should be generated abroad. The international expansion would improve geographical diversification, but would also lead to execution and profit-dilution risks. We therefore currently view it as largely neutral for MVM's credit profile. In late 2020, MVM acquired Innogy Czech Republic, a leading Czech supplier of natural gas and electricity, which was its first large international acquisition.

Financial Policy Consistent with Rating: MVM's management targets net-debt-to-EBITDA of up to 2.5x in the current business plan until 2025, which is consistent with the 'BBB' rating. The plan was approved by the state as the sole shareholder. Net debt/EBITDA was at 1.5x in 2020 based on numbers under IFRS. Management expects to reach the maximum 2.5x in 2024 due to an ambitious capex and acquisitions plan. We assume that the company has some flexibility to reduce or postpone capex and acquisitions or consider equity funding, if needed, to maintain net debt/EBITDA within the limit.

Expected Leverage Increase: We expect MVM's funds from operations (FFO) net leverage to increase to about 3.3x in 2022-2023, close to the negative rating sensitivity of 3.5x, due to large capex and acquisitions, reducing rating headroom, but still supporting a Stable Outlook. Higher leverage will be driven by investments in low-carbon generation (construction of two CCGT plants), expansion of transmission and distribution networks, nuclear safety and regional acquisitions.

Rated on Standalone Basis: MVM's Long-Term IDRs are at the company's Standalone Credit Profile (SCP) of 'bbb'. The company benefits from tangible support from its sole owner, the Hungarian state (BBB/Stable), but the linkage currently has no impact on MVM's IDRs, as Hungary's IDR and MVM's SCP are at the same level.

Strong State Links: Fitch applies its Government-Related Entities (GRE) Rating Criteria in the analysis of MVM's linkage with the Hungarian state. We assess status, ownership and control links as 'Strong', and support track record as 'Moderate'. We view the socio-political implications of MVM's default as 'Moderate', whereas the financial implications of MVM's default for the Hungarian government as 'Weak'. This assessment results in a support score of 12.5 points, indicating moderately strong links with the state.

Strategic Position: MVM is Hungary's national energy utility and is 100% government-owned. It has strategic importance for the economy, consolidates most of the country's energy sector and is the government's tool in implementation of energy and climate policies.

Tangible State Support: MVM has historically benefited from substantial tangible support from the state, most recently through large equity injections in 2020 totalling about HUF230 billion (EUR0.65 billion), mainly related to the acquisition of a stake in E.ON Hungary, the acquisition of EMASZ electricity distributor, and investments in distribution. State support, particularly that provided in 2020, improved MVM's balance sheet, which would have otherwise substantially deteriorated if the acquisitions were fully debt-funded.

DERIVATION SUMMARY

MVM's central European peers are PGE Polska Grupa Energetyczna S.A. (PGE, BBB+/Stable), Polskie Gornictwo Naftowe i Gazownictwo S.A. (PGNiG, BBB/Stable), ENEA S.A. (BBB/Stable), TAURON Polska Energia S.A. (Tauron, BBB-/Stable) and Bulgarian Energy Holding EAD (BEH, BB/Positive, SCP: b+).

MVM has better integration and business diversification than PGE, ENEA and Tauron, which are focused on a specific line of business, such as generation or distribution, and also have higher exposure to coal. MVM's business is also more diversified than gas-oriented PGNiG, although the latter also runs oil and gas upstream operations. However, MVM has smaller size of operations than PGE, PGNiG, ENEA and Tauron, and also lower financial transparency (eg, lack of interim results and longer time to prepare annual financial statements).

BEH is more comparable to MVM in business diversification and size, as its activities include generation, transmission and supply of electricity, as well as transmission, transit and supply of gas, on top of lignite mining. However, BEH is a negative outlier in the peer group in leverage, cash-flow predictability and corporate governance.

MVM's leverage is higher than PGNiG's, comparable to that of PGE and ENEA, lower than Tauron's and much lower than BEH's.

MVM peers are all state-controlled (by Polish or Bulgarian government, respectively), but listed in a stock exchange with the state owning a controlling stake (the exception is BEH, which is, similarly to MVM, 100% controlled by the state).

The Polish peers are rated at a standalone level without any uplift for state links, while the 'BB' rating of BEH includes a two-notch uplift for links with the Bulgarian state. We assess BEH's links with the state as stronger than MVM's, but MVM's 'bbb' SCP is also much stronger than BEH's 'b+'. While the sovereign ratings of Bulgaria and Hungary are the same at 'BBB', no rating uplift is applicable to MVM.

KEY ASSUMPTIONS

The key assumptions within our rating case for the issuer are as follows:

- Infrastructure EBITDA growth driven by the recognised operating expenditure and capex effect on tariffs and acquisition of EMASZ electricity distributor from E.ON in 3Q21
- Generation EBITDA growth driven by contribution from renewables
- Planned restructuring of the public-utility cable tax and the special income tax for energy suppliers, starting from 2023, reducing MVM's tax burden
- Total capex and acquisitions for 2021-2024 averaging about HUF370 billion per year
- Maintenance capex accounting for about 50% of total capex (falling to 22% by 2025), mostly focused on planned maintenance of power plants and network assets to ensure proper and safe supply of electricity
- Development capex focusing on decarbonisation, digitalisation and future-oriented infrastructure development
- Capex partly funded by domestic and EU grants and subsidies in a total amount of HUF273 billion over 2021-2025
- Maintenance of a low dividend policy by the state (HUF7.5 billion per year)
- No equity injections by the state over 2021-2025 (except for a small cash injection and contribution in kind already received in April 2021)

Fitch projections are prepared under IFRS.

RATING SENSITIVITIES

Factors that could, individually or collectively, lead to positive rating action/upgrade:

- FFO net leverage below 2.5x on a sustained basis, supported by management's conservative financial policy, together with a stronger business risk profile, for instance, due to increased share of regulated and quasi-regulated businesses in EBITDA, may be positive for MVM's SCP. However, the rating will be capped by the sovereign rating, due to strong linkage between MVM and the state assessed under the Parent and Subsidiary Linkage Rating Criteria, unless Hungary's rating is upgraded.

Factors that could, individually or collectively, lead to negative rating action/downgrade:

- Deterioration of credit ratios, including FFO net leverage above 3.5x and FFO interest cover below 6x on a sustained basis, for example, due to lower margins in generation, losses in gas wholesale and retail supply, large investments not adequately compensated by EBITDA increase or an aggressive dividend policy
- Substantial adverse change in the business profile, such as a material reduction in the share of regulated or quasi-regulated business in total EBITDA
- Negative rating action on Hungary would lead to similar rating action on MVM as the latter's rating would start to be capped at the sovereign level due to the strength of linkage between MVM and the state under our assessment

BEST/WORST CASE RATING SCENARIO

International scale credit ratings of Non-Financial Corporate issuers have a best-case rating upgrade scenario (defined as the 99th percentile of rating transitions, measured in a positive direction) of three notches over a three-year rating horizon; and a worst-case rating downgrade scenario (defined as the 99th percentile of rating transitions, measured in a negative direction) of four notches over three years. The complete span of best- and worst-case scenario credit ratings for all rating categories ranges from 'AAA' to 'D'. Best- and worst-case scenario credit ratings are based on historical performance. For more information about the methodology used to determine sector-specific best- and worst-case scenario credit ratings, visit <https://www.fitchratings.com/site/re/10111579>.

LIQUIDITY AND DEBT STRUCTURE

Solid Liquidity: MVM has a solid liquidity position. At end-June 2021, it had unrestricted cash of HUF72 billion and undrawn committed facilities of about HUF609 billion, excluding facilities expiring until end-June 2022. This liquidity is sufficient to cover debt maturities, negative free cash flow and net acquisitions until at least end-2022 under a conservative scenario assuming no debt refinancing, and no inflows from subsidies and grants to co-fund capex.

In September 2021, MVM issued 10-year domestic bonds of HUF55 billion. The bonds have a fixed coupon of 3.25% per year and a 10-year tenor with an amortising repayment schedule.

In October 2021, MVM further boosted its liquidity by about HUF115 billion due to refinancing of a EUR170 million club loan facility with a EUR500 million facility.

MVM's liquidity was further enhanced by the recent EUR500 million Eurobonds issue. The bonds mature in 2027.

ISSUER PROFILE

MVM is Hungary's largest electricity and gas utility, operating in electricity generation, gas imports, gas storage, electricity transmission, electricity and gas distribution, as well as electricity and gas wholesale and retail supply.

DATE OF RELEVANT COMMITTEE

29 October 2021

REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

ESG CONSIDERATIONS

Unless otherwise disclosed in this section, the highest level of ESG credit relevance is a score of '3'. This means ESG issues are credit-neutral or have only a minimal credit impact on the entity, either due to their nature or the way in which they are being managed by the entity. For more information on Fitch's ESG Relevance Scores, visit www.fitchratings.com/esg

RATING ACTIONS

ENTITY / DEBT ↕	RATING ↕	PRIOR ↕
MVM Zrt.		
senior unsecured	LT BBB New Rating	BBB(EXP)

[VIEW ADDITIONAL RATING DETAILS](#)

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APPLICABLE CRITERIA

[Parent and Subsidiary Linkage Rating Criteria \(pub. 26 Aug 2020\)](#)

[Government-Related Entities Rating Criteria \(pub. 30 Sep 2020\)](#)

[Corporates Recovery Ratings and Instrument Ratings Criteria \(pub. 09 Apr 2021\) \(including rating assumption sensitivity\)](#)

[Corporate Rating Criteria \(pub. 15 Oct 2021\) \(including rating assumption sensitivity\)](#)

APPLICABLE MODELS

Numbers in parentheses accompanying applicable model(s) contain hyperlinks to criteria providing description of model(s).

Corporate Monitoring & Forecasting Model (COMFORT Model), v7.9.0 (1)

ADDITIONAL DISCLOSURES

[Dodd-Frank Rating Information Disclosure Form](#)

[Solicitation Status](#)

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MVM Zrt.

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