



**MANAGEMENT'S DISCUSSION AND
ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF
OPERATIONS**

June 30, 2024 and 2023

**ORAZUL ENERGY PERU S.A.
AND SUBSIDIARY**

US\$ 363,198,000 – 5.625% Senior Notes due 2027



ORAZUL ENERGY PERU

About the Company

We are a Peruvian company focused on the electric power sector. We own and operate two hydroelectric power plants with a combined capacity of 376 MW, being the 4th largest hydroelectric complex within the Peruvian system and a 1 MW solar plant, all located in northern Peru. Our 377 MW are diversified in: (i) 2 run-of-river hydroelectric power plants in different hydrological basins: Cañón del Pato with 266 MW in the Santa River and Carhuaquero with 110 MW in the Chancay River; with a total of 11 turbines and (ii) our 1 MW solar plant built in 2023 which is located next to the Carhuaquero hydro power plant. The commercial operation date of our solar plant was granted on February 14, 2024.

We incorporated our subsidiary Kondu S.A., to conduct power generation, transmission, and commercialization activities as well as provide energy solutions services to our customers.

We generate and sell non-carbon, efficient and reliable electricity to regulated and non-regulated customers under power purchase agreements (“PPAs”) and to the spot market. Our contracting level under PPAs is 67%¹ with an average life of approximately 5.7 years, beyond our senior notes’ remaining life.

Orazul Energy Peru (Orazul) is indirectly owned by certain funds managed by I Squared Capital Advisors (US) LLC and co-investors (collectively, the “Sponsor”). On December 31, 2017, the Sponsor through Nautilus Inkia Holdings LLC (“Inkia”), acquired substantially all the Latin American and Caribbean business held by Inkia Energy Limited, an international company focused on the electric power sector. On April 30, 2018, the Instituto Nacional de Defensa de la Competencia y de la Protección de la Propiedad Intelectual, INDECOPI, the Peruvian antitrust authority, approved the acquisition by the Sponsor. Since then, Orazul’s related parties include Kallpa Generación S.A. (“Kallpa”). Since January 1, 2019, as part of a strategy to optimize operations and maximize benefits from having the same shareholders, Kallpa and Orazul integrated and streamlined their management teams, implementing a single management organization, with no legal mergers between the companies.

Management has extensive experience in the power generation business. Our executive officers have an average of approximately 21 years of experience in the power generation industry and have previously held senior positions in leading power generation companies, financial institutions, and the Peruvian government. Our management team provides in-depth market knowledge and power industry experience, with considerable experience in the Peruvian energy industry and government regulators. We believe that this overall level of experience allows our management team to lead the Company in the effective operation and maintenance of our facilities.

¹ Estimated for FY 2024.



Our Notes

On April 25, 2017, Orazul issued senior unsecured notes for an aggregate principal amount of US\$550 million in the international capital markets under Rule 144A and Regulation S of the Securities Market Law of the United States of America (the “Notes”). These Notes accrue interest at a rate of 5.625% payable semi-annually and have final maturity in April 2027. The proceeds from this issuance were used to: (i) prepay the outstanding senior debt incurred in connection with our acquisition under a US\$450 million senior secured loan facility, and (ii) prepay US\$35 million and US\$40 million, in aggregate outstanding principal amount of local corporate bonds. The Notes are currently rated BB by Fitch Ratings and BB- by Standard & Poor’s.

After the sale of the transmission business in 2020 and the gas to power business in 2021 and consequent cash tender offers, our Notes amount to US\$363.2 million.



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated interim financial statements as of June 30, 2024, and 2023.

For the six-month period ended June 30, 2024 and 2023

<i>In millions of U.S. dollars</i>	Six months ended		% Change
	June 30	2023	
	2024	2023	
Revenues	59	63	-6%
Cost of sales (excluding depreciation and amortization)	(12)	(13)	-8%
Depreciation	(12)	(12)	0%
Administrative expenses	(3)	(3)	0%
Other income, net	1	-	-
Operating profit	33	35	-6%
Finance income	1	-	-
Finance costs	(11)	(11)	0%
Net foreign exchange difference	(1)	-	-
Net finance costs	(11)	(11)	0%
Profit before income tax	22	24	-8%
Income tax (expense) income	(12)	1	-1300%
Profit for the period	10	25	-60%

Results of Operations

The Company's net profit for the six-month period ended June 30, 2024, amounted to US\$10 million compared to US\$25 million net profit during the same period in 2023.

The Company's results are explained by the following:

Revenues

Revenues decreased by US\$4 million, or 6%, to US\$59 million during the first six months of 2024, from US\$63 million during the same period in 2023. This was explained by:

- US\$12 million in lower energy and capacity sales under PPAs related to a 26% decrease in energy volumes sold under PPAs to 619 GWh during the first six months of 2024 from 837 GWh during the same period in 2023, mostly in connection with the end of certain PPAs with distribution companies; partially offset by a 5% increase in PPA energy prices to an average of US\$45/MWh during the first six months of 2024 from an average of US\$43/MWh during the same period in 2023 explained by the indexation of certain PPAs.

This effect was partially offset by:

- US\$8 million increase in net energy and capacity sales to the spot market mainly due to a 108% increase in net energy volumes sold to the spot market to 686 GWh during the first six months of 2024 from 330 GWh during the same period in 2023. This was mainly explained by higher water availability during 2024, which resulted in a 12% increase in our hydro generation to 1,306 GWh during the first six months of 2024 from 1,166 GWh during the same period in 2023



and lower energy sales under PPAs; partially offset by a 40% decrease in the average spot price to US\$29/MWh during the first six months of 2024 from US\$48/MWh during the same period in 2023.

Cost of sales (excluding depreciation and amortization)

Costs of sales (excluding depreciation and amortization) decreased by US\$1 million, or 8%, to US\$12 million during the first six months of 2024, from US\$13 million during the same period in 2023 mainly explained by US\$1 million decrease in transmission tolls.

Depreciation

Depreciation amounted to US\$12 million during the first six months of 2024, unchanged from the same period in 2023.

Administrative expenses

Administrative expenses amounted to US\$3 during the first six months of 2024, unchanged from the same period in 2023.

Other income, net

Other income, net increase by US\$1 million during the first six months of 2024, to US\$1 million due to the gain on the sale of certain minor assets.

Net finance costs

Net finance costs amounted to US\$11 million during the first six months of 2024, unchanged from the same period in 2023. This result was explained by (i) US\$1 million increase in interest income related to the higher cash balances kept during the first six months of 2024 and the higher interest rates paid on our balances; offset by (ii) US\$1 million increase in foreign exchange losses due to a 3% average devaluation of the Peruvian sol against the U.S. dollar during the first six months of 2024 compared to a 5% average revaluation during the same period in 2023.

Income tax (expense) income

Income tax expense increased by US\$13 million, to US\$12 million during the first six months of 2024, from US\$1 million income during the same period in 2023. The negative effective income tax rate during the first six months of 2024 was 55% (4% positive effective income tax rate during the same period in 2023). Changes in the effective tax rate correspond primarily to the effect of the re-expression of the tax losses carried forward due to a 3% average devaluation of the Peruvian sol against the U.S. dollar during the first six months of 2024 compared to a 5% average revaluation of the Peruvian sol against the U.S. dollar during the same period in 2023.



Liquidity and Capital Resources

Our principal cash requirements consist of the following:

- Working capital requirements;
- Capital expenditures related to maintenance projects;
- Debt and interest service, and
- Distributions to our shareholders.

Our principal source of liquidity has traditionally consisted of cash flow from operating activities.

As of June 30, 2024, our cash amounted to US\$64 million.

Cash Flows

<i>In millions of U.S. dollars</i>	Six months ended June 30,		% Change
	2024	2023	
Cash from operating activities	47	45	4%
Income tax paid	(5)	(11)	-55%
Net cash from operating activities	42	34	24%
Net cash used in investing activities	(3)	(2)	50%
Net cash used in financing activities	(11)	(11)	0%
Net increase in cash	28	21	33%
Cash and cash equivalent as of January 1	36	17	112%
Cash as of June 30	64	38	68%

Cash Flows from Operating Activities

Our primary source of operating funds is the cash flow generated from our operations. The net cash from operating activities increased by US\$8 million, or 24%, to US\$42 million during the first six months of 2024 from US\$34 million during the same period in 2023.

The increase was driven by (i) US\$6 million decrease in income tax payments during the first six months of 2024 mainly related to the 2022 annual income tax return paid during the first quarter of 2023; and (ii) US\$1 million increase in collection of interest related to the higher cash balances kept during the first six months of 2024 and the higher interest rates paid on our balances; among others.



Cash Flows used in Investing Activities

Net cash flows used in our investing activities increased by US\$1 million, to US\$3 million during the first six months of 2024, from US\$2 million during the same period in 2023.

During the first six months of 2024 and 2023, cash used in investing activities was for payments related to the acquisition of property, plant, and equipment. The US\$1 million increase in the first six months of 2024 corresponds mainly to civil works for Cañon del Pato; among others.

Cash Flows Used in Financing Activities

Net cash flows used in financing activities amounted to US\$11 million during the first six months of 2024, unchanged from the same period in 2023.

During the first six months of 2024 and 2023, cash used in financing activities was mainly for interest service related to the 2027 Notes and its respective withholding tax.



For the three-month period ended June 30, 2024 and 2023

<i>In millions of U.S. dollars</i>	Three months ended		% Change
	June 30		
	2024	2023	
Revenues	28	32	-13%
Cost of sales (excluding depreciation and amortization)	(6)	(7)	-14%
Depreciation	(5)	(6)	-17%
Administrative expenses	(2)	(2)	0%
Other income, net	1	-	-
Operating profit	16	17	-6%
Finance income	-	-	0%
Finance costs	(5)	(5)	0%
Net foreign exchange difference	(1)	-	-
Net finance costs	(6)	(5)	20%
Profit before income tax	10	12	-17%
Income tax (expense) income	(8)	4	-300%
Profit for the period	2	16	-88%

Results of Operations

The Company's net profit for the three-month period ended June 30, 2024, amounted to US\$2 million compared to US\$16 million net profit during the same period in 2023. The Company's results are explained by the following:

Revenues

Revenues decreased by US\$4 million, or 13%, to US\$28 million during the second quarter of 2024, from US\$32 million during the same period in 2023. This was mainly explained by:

- US\$6 million decrease in energy and capacity sales under PPAs related to a 30% decrease in energy volumes sold under PPAs to 293 GWh during the second quarter of 2024 from 420 GWh during the same period in 2023, mostly in connection with the end of certain PPAs with distribution companies; partially offset by a 7% increase in PPA energy prices to an average of US\$46/MWh during the second quarter of 2024 from an average of US\$43/MWh during the same period in 2023 explained by the indexation of certain PPAs.

This effect was partially offset by:

- US\$2 million increase in net energy and capacity sales to the spot market mainly due to a 148% increase in net energy volumes sold to the spot market to 320 GWh during the second quarter of 2024 from 129 GWh during the same period in 2023. This was mainly explained by higher water availability during the second quarter of 2024, which resulted in a 12% increase in our hydro generation to 612 GWh during the second quarter of 2024 from 549 GWh during the same period in 2023 and lower energy sales under PPAs, partially offset by a 56% decrease in the average spot price to US\$28/MWh during the second quarter of 2024 from US\$63/MWh during the same period in 2023.



Cost of sales (excluding depreciation and amortization)

Costs of sales (excluding depreciation and amortization) decreased by US\$1 million, or 14%, to US\$6 million during the second quarter of 2024, from US\$7 million during the same period in 2023 mainly explained by US\$1 million decrease in transmission tolls.

Administrative expenses

Administrative expenses amounted to US\$2 million during the second quarter of 2024, unchanged from the same period in 2023.

Other income, net

Other income, net increased by US\$1 million during the second quarter of 2024, to US\$1 million due to the gain on the sale of certain minor assets.

Net finance costs

Net finance costs increased by US\$1 million, to US\$6 million during the second quarter of 2024 from US\$5 million during the same period in 2023 due to an increase in foreign exchange losses related to a 3% average devaluation of the Peruvian sol against the U.S. dollar during the second quarter of 2024 (4% average revaluation during the same period in 2023).

Income tax (expense) income

Income tax increased by US\$12 million, to US\$8 million expense during the second quarter of 2024, from US\$4 million income during the same period in 2023. The negative effective income tax rate during the second quarter of 2024 was 80% (33% positive effective income tax rate during the same period in 2023). Changes in the effective tax rate correspond primarily to the effect of the re-expression of the tax losses carried forward due to a 3% average devaluation of the Peruvian sol against the U.S. dollar during the second quarter of 2024 compared to a 4% average revaluation of the Peruvian sol against the U.S. dollar during the same period in 2023.



Appendixes

EBITDA reconciliation

In millions of U.S. dollars	Six months ended June 30		Three months ended June 30	
	2024	2023	2024	2023
Operating profit	33	35	16	17
Depreciation	13	13	6	7
Total EBITDA	US\$46	US\$48	US\$22	US\$24

As of June 30, 2024, last twelve months (LTM) EBITDA decreased by US\$14 million, or 18%, to US\$66 million compared to US\$80 million LTM EBITDA as of June 2023².

Material Indebtedness

<i>In millions of U.S. dollars</i>	Outstanding Principal Amount as of Jun 30, 2024	Interest Rate	Final Maturity	Amortization
Long-term debt:				
Unsecured: 5.625% Notes due 2027	361	5.625%	April 2027	Principal due at maturity with semi-annual interest payments.
Total	US\$361			

Note: values net of transaction costs

² LTM EBITDA June 2024 is affected by the extraordinary one-time effects from Q3 2023. For further information please refer to the Management's Discussion and Analysis of Financial Condition & Results of Operations of December 2023.

