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# GPH: World's Largest Independent Cruise Port Operator<sup>1</sup>



Who we are, and what and how we are striving to achieve





How we are optimising our existing platform and how we are extending our platform

9



How our business translates into a compelling financial profile

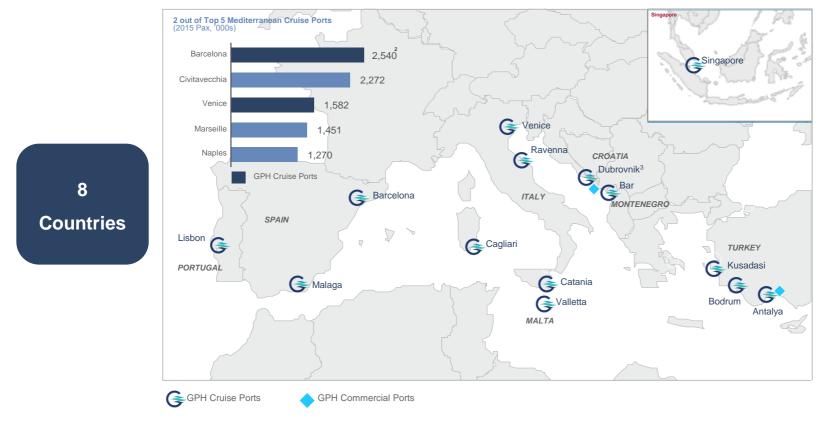
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# **Appendix**



# World's Largest Independent Cruise Port Operator<sup>1</sup>

## **Dominant Position in the Mediterranean Cruise Port Landscape**



14 Locations

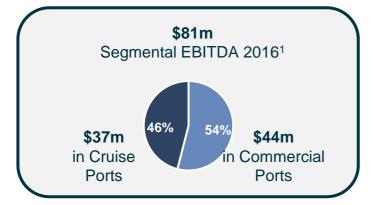
#### Strategically Located Commercial Ports with Captive Hinterland

Source: Company Information.

Notes: 1. Based on 2016 annual passenger numbers and number of ports operated. 2. Including all the 6 terminals of Barcelona Cruise Port, where GPH operates 5 terminals. 3. Concession tender awarded, currently awaiting agreement on the final terms of the concession agreement.



## Robust Growth, Strong Margins and High Cash Conversion



Sustainable

Segmental EBITDA<sup>3</sup> margins of

c.70%

13%

CAGR in Revenue<sup>2</sup>

14%

CAGR in Segmental EBITDA<sup>2</sup>

Low maintenance capex and cash

conversion<sup>4</sup> of

88%

with port roll-up achieved

through efficient financing

#### ...With Strong Infrastructure Characteristics

Long-term Concessions

**High Barriers to Entry** 

Source: Company Information.

<sup>1.</sup> Segmental EBITDA calculated as operating profit plus depreciation and amortisation, excluding non-operational and HQ expenses. 2. Compound Annual Growth Rate over 2014-2016 period. 3. Segmental EBITDA margin 2015 and 2016. Segmental EBITDA calculated as operating profit plus depreciation and amortisation, excluding non-operational and HQ expenses. 4. 2016 cash conversion calculated as (Segmental EBITDA and unallocated expenses). CAPEX)/(Segmental EBITDA and unallocated expenses). CAPEX excludes acquisitions.



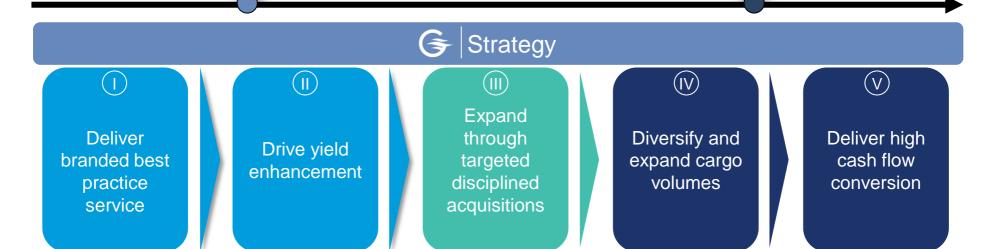
# **Building a Truly Global Network of Branded Cruise Ports**

# **Today**

- Mediterranean Focused
- Portfolio of Ports
- European Brand

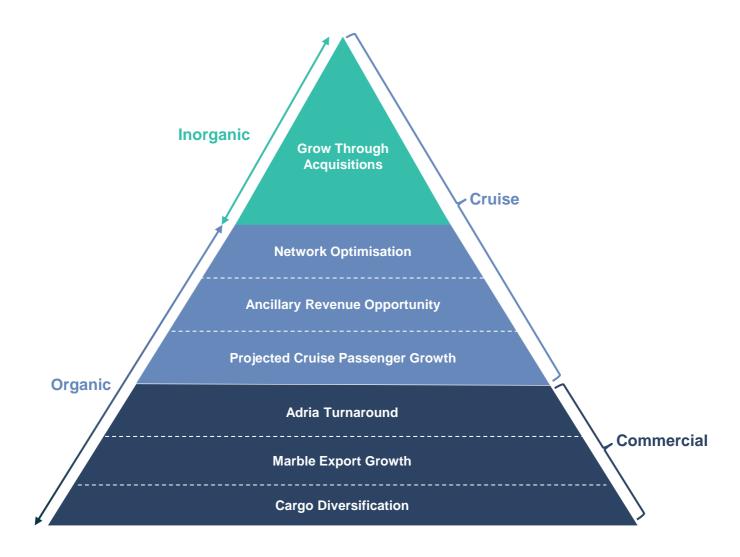
# **Vision**

- Truly Global
- Network of Ports
- Global Brand











# **GPH: World's Largest Independent Cruise Port Operator**<sup>1</sup>



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**Appendix** 

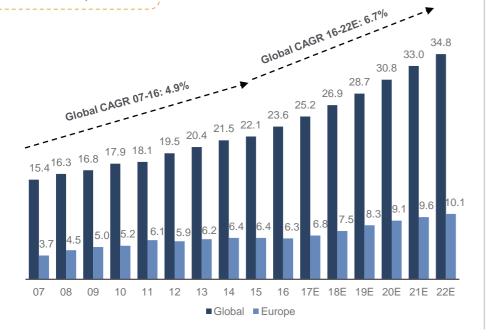
# Cruise Industry: Larger, Global with Highly Visible and Robust Growth



# Strong Expansion in the Past Expected to Continue in the Future

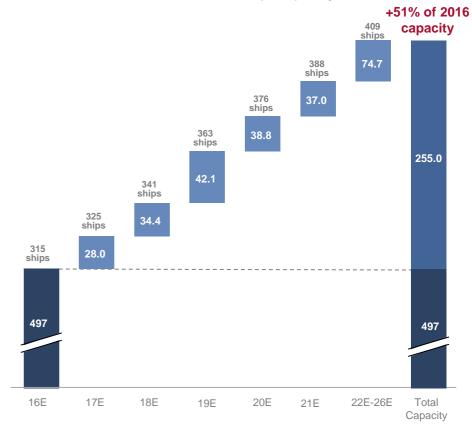
Cruise Market Development: Passengers (m)

- Large market with over 20m passengers per year globally
- · c. \$40bn industry



#### **Highly Visible Industry Expansion**

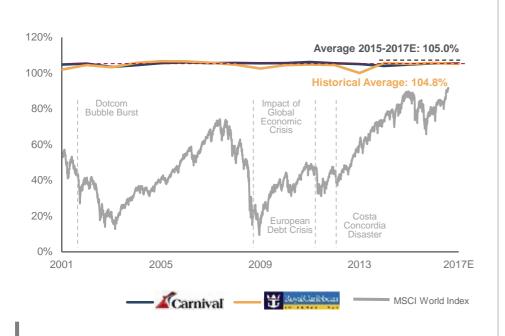
Global Order Book Total Ship Capacity '000 PAX



# Highly Resilient Key Revenue Driver for Cruise Ports: High and Stable Occupancy Through the Cycles

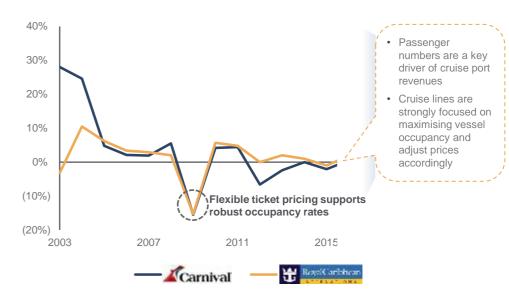
#### **Robust Occupancy Rates...**

Carnival and Royal Caribbean Occupancy (2001 – 2017E)



#### ...Supported by Flexible Ticket Pricing

Carnival and Royal Caribbean Ticket Price Development (per APCD<sup>1</sup>, 2003 – 2017E)



## Cruiseliners typically fill their ships, so port operators benefit from the full capacity

# Driving Organic Growth Through Optimizing the Integrated Cruise Port Network



#### **Essential Infrastructure Provider**





# Key Terminal Locations

"Must visit" locations





#### High Network Density

Partner of choice for cruise lines

Highly synergistic network with ports adding value to each other





#### Critical Size

More than 25% share of total Cruise Port Calls in Mediterranean

#### Leveraging the Network



Developing Ancillary Revenues



**Sharing Best Practice** 



Creating Network
Synergies –
Integrated Marketing



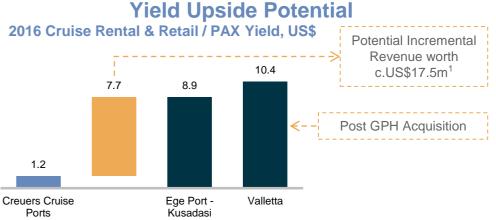
Building Economies of Scale

## Optimised Integrated Cruise Network



# **Driving Ancillary Revenue at Barcelona**





4th largest cruise port in the world

Cruise industry is a key pillar of the local economy

Significant passenger yield improvement opportunity

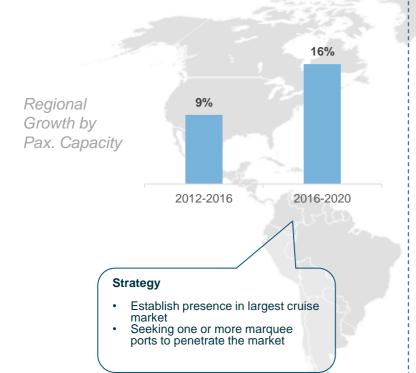
Targeted initiatives to enhance retail revenue streams



# Harnessing Global Opportunities: Replicating European Success

#### **Americas:**

- 13.3M Pax
- 165 Ships
- 56.3% Market Share
  - of which 38.4% Caribbean/Bahamas



#### **Europe:**

- 6.3M Pax
- 110 Ships
- 26.8% Market Share
  - of which 16.1% Mediterranean

#### Asia Pacific/Australia:

- 4M Pax
- 40 Ships
- 16.9% Market Share
  - of which 13.5% Asia Pacific



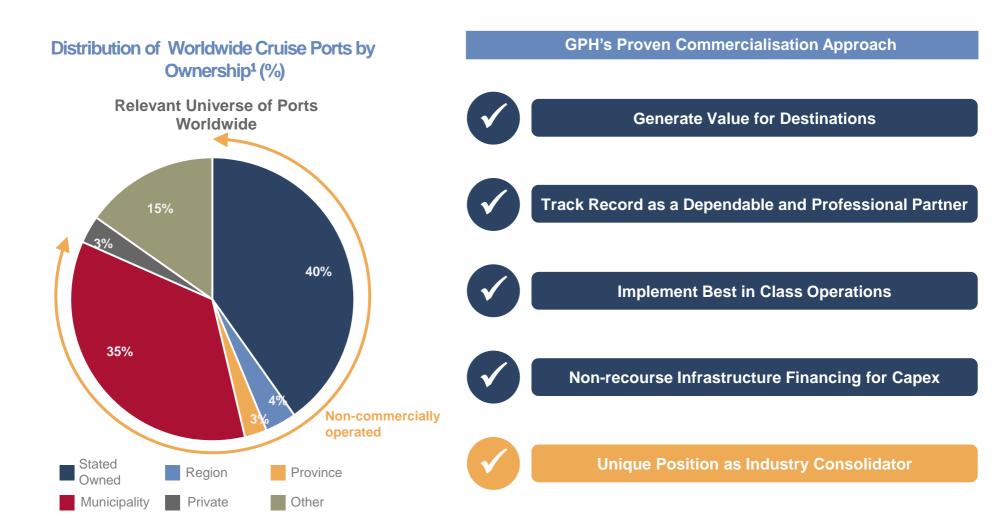
- GPH's stronghold (13 ports, 7.3M Pax.in
- Focus on marquee ports and expansion Regional shift from East to Mid/West
- Mediterranean



- First mover in fast growing market Established foothold in Asia (GPH
- Singapore 0.5M Pax. in 2016)
- Seeking assets around main regional home ports (e.g. Singapore, Shanghai, Hong Kong etc.)

# Preferred Partner for Privatizations Thanks to Proven Commercialization Approach





<sup>1.</sup> Source: adapted from P. Verhoeven (2011) European Port Governance, European Seaports Organization (ESPO), Brussels. The great majority of European port authorities are publically owned, like in much of the rest of the world (Opsago Management Consulting Estimation).



## **Robust and Growing Commercial Business**



Highly robust operational profile



- Strategic Location with Attractive Hinterlands
- Adria-Bar Turnaround
- Increasing Cargo Diversification
- Export Business
- Hard Currency<sup>2</sup> Price but Local Costs

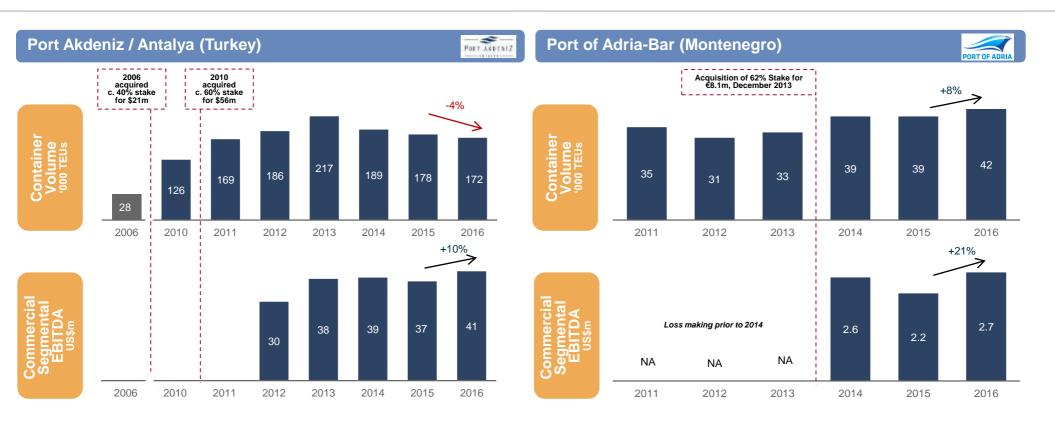
- Limited competition
- Good ground transportation links
- High growth areas, positioned as a strategic gateway to diversify into global markets
- Rightsizing and investment program at the port almost completed
- Port starting to attract additional cargo from the area
- Broad cargo base and ongoing cargo diversification (such as fresh fruits & vegetables, fertiliser and chemical products) to decrease macro volatility in export market
- Only 12.2% of Turkish volumes relate to Turkish GDP<sup>1</sup>
  - FX insulation
- 100% of commercial ports revenue denominated in hard currency, but 70% of Turkish commercial ports costs in TL

Source: Company Information, Turkish Statistical Institute.

1. Share of full TEU unloaded (imports) in 2016. 2. Refers to EUR and USD.



# Commercial Port Business with Growing and Highly Resilient EBITDA



#### **Key Initiatives**

# ✓ Increase Tariffs and Yields ✓ Cargo Diversification

#### **Key Initiatives**

| $\checkmark$ | Modernize Equipment                        |
|--------------|--|
| $\checkmark$ | Operational Overhaul and Reduction of FTEs |



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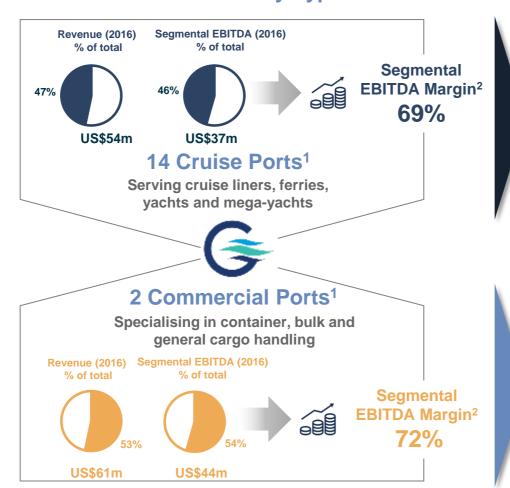
**Appendix** 

**Well Diversified Business** 

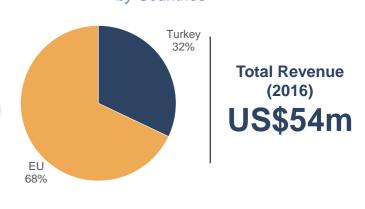
# **Cruise Ports**

# **Commercial Ports**

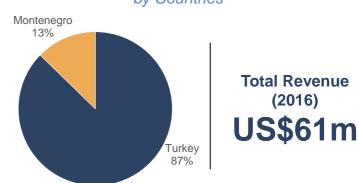
#### **Diversification by Type**



# Cruise Ports' Revenue Share by Countries



# Commercial Ports' Revenue Share by Countries



Only 12.2% of Turkish volumes relate to Turkish GDP <sup>3</sup>

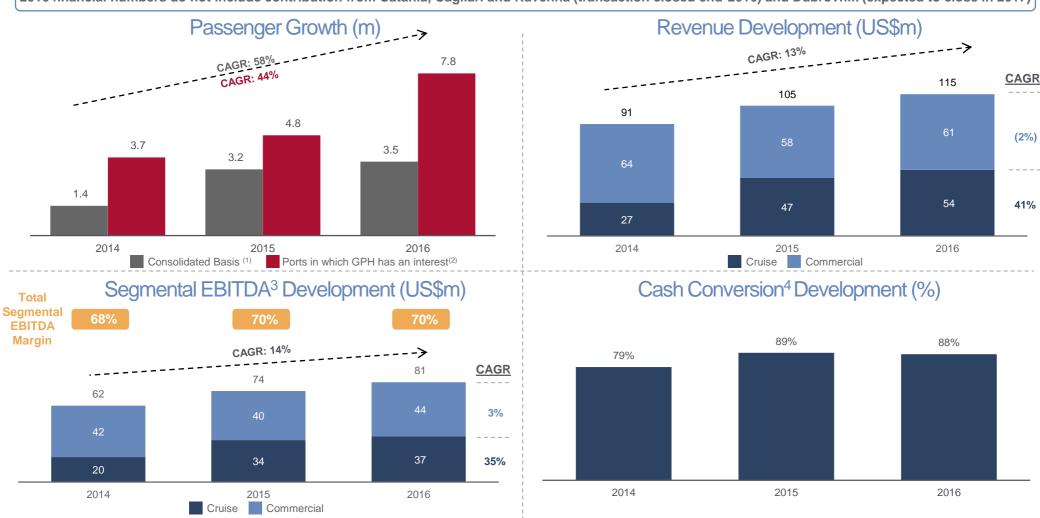
Source: Company Information.

1. Port Akdeniz-Antalya and Port of Adria-Bar, while predominantly commercial ports, also have cruise operations. 2. Segmental EBITDA as defined in the HFI / Historical Financial Information for the three years ended 31 December 2016. 3. Share of full TEU unloaded (imports) in 2016.

# Resilient Financial Profile with High Margins and Strong Cash Conversion



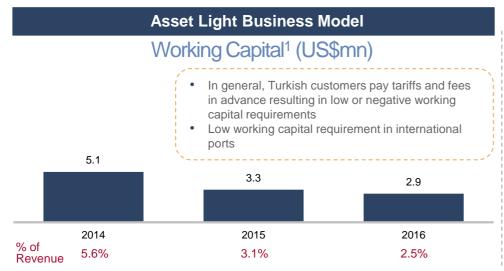
2016 financial numbers do not include contribution from Catania, Cagliari and Ravenna (transaction closed end-2016) and Dubrovnik (expected to close in 2017)

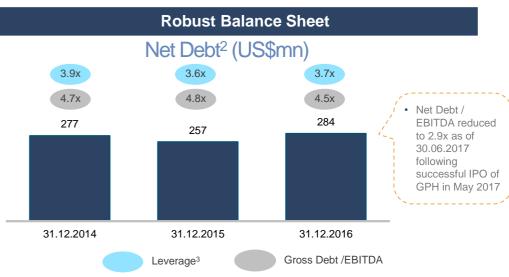


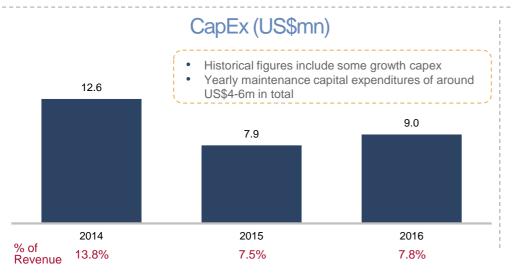
Notes: 1. Consistent with consolidated revenues excluding minority-owned ports and pro-rata by date of acquisition. 2. Including minority-owned ports as well as not adjusted pro-rata by date of acquisition. 3. Segmental EBITDA as defined in the HFI / Historical Financial Information for the three years ended 31 December 2016. 4. Cash conversion calculated as (Segmental EBITDA plus unallocated expenses - CAPEX)/(Segmental EBITDA plus unallocated expenses). CAPEX excludes acquisitions.











- Mid- to long-term target Net Debt to EBITDA ratio between 2.0x and 2.5x
- Interim dividend for H1-2017 of GBP 21.6p per share, paid in September 2017
- Split between Interim and Final dividends will be approximately 50/50



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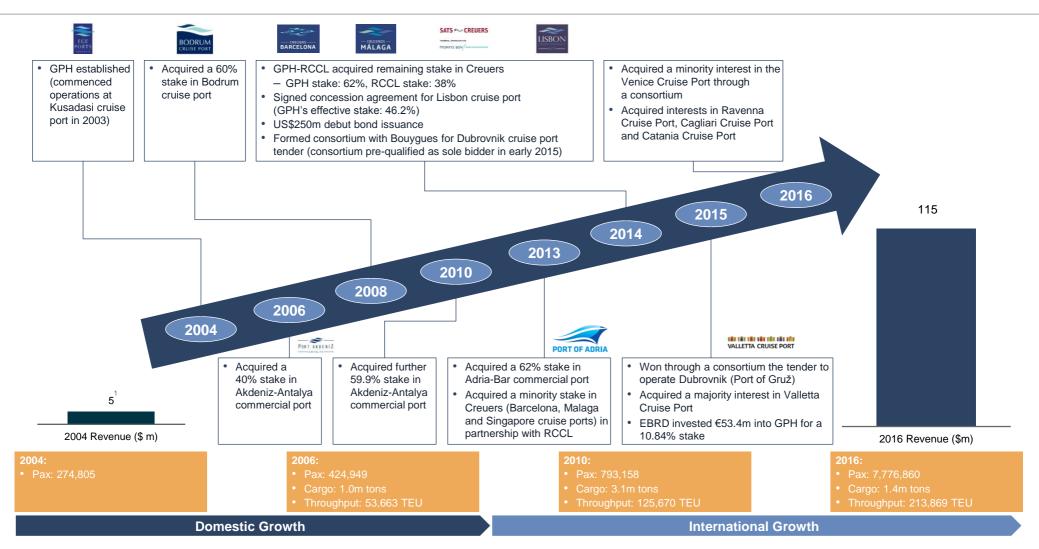
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**Appendix** 



# **Company History**



1. Turkish GAAP.

# GPH Senior Management: The Right Mix of Professional Experience with Extensive International Track Record





Emre Sayın CEO

- Has 20 years of C-Level experience in global businesses
- Managed the consumer business at Turkcell, business development at Vimpelcom Group, marketing at Microsoft Turkey and brand experience at Verizon
- Holds a postgraduate degree in Systems Engineering at Rutgers and Princeton Universities



Stephen Xuereb

- Appointed as COO of Global Ports Holding in August 2016
- Over 20 years senior management experience, 14 of which in the cruise industry
- Served as CEO and CFO of Valletta Cruise Port
- Experience in the audit and financial advisory sectors as well as in the retail, property and hospitality industries
- Fellow of the Chartered Institute of Accountants and a Henley MBA graduate



Arpak Demircan CBDO

- Appointed as CBDO in 2016
- Previously held Deputy CEO role at Global Ports Holding between 2010 and 2016
- Former VP of Business Development at Global Investment Holdings
- Serves on the Board with significant industry experience
- Holds an MBA degree with a concentration in Finance from United States International University-San Diego, California



Ferdağ Ildır CFO

- Appointed Chief Financial Officer of Global Ports Holding in 2010
- Former CFO of Kuşadası Cruise Port, Bodrum Cruise Port and Port Akdeniz – Antalya.
- Worked for Teba Group, Arthur Andersen and Ernst and Young
- Holds a BSc degree in Economics from Dokuz Eylül University



Jan Fomferra
Head of
Corporate Finance

- Serves as Head of Corporate Finance at GPH
- Previously led the Structured Finance activities of Fresenius VAMED Germany and held various positions at IEG in Berlin, Barclays Capital Investment Banking Division and Deutsche Bahn
- · Holds Master's degree from ESCP Europe

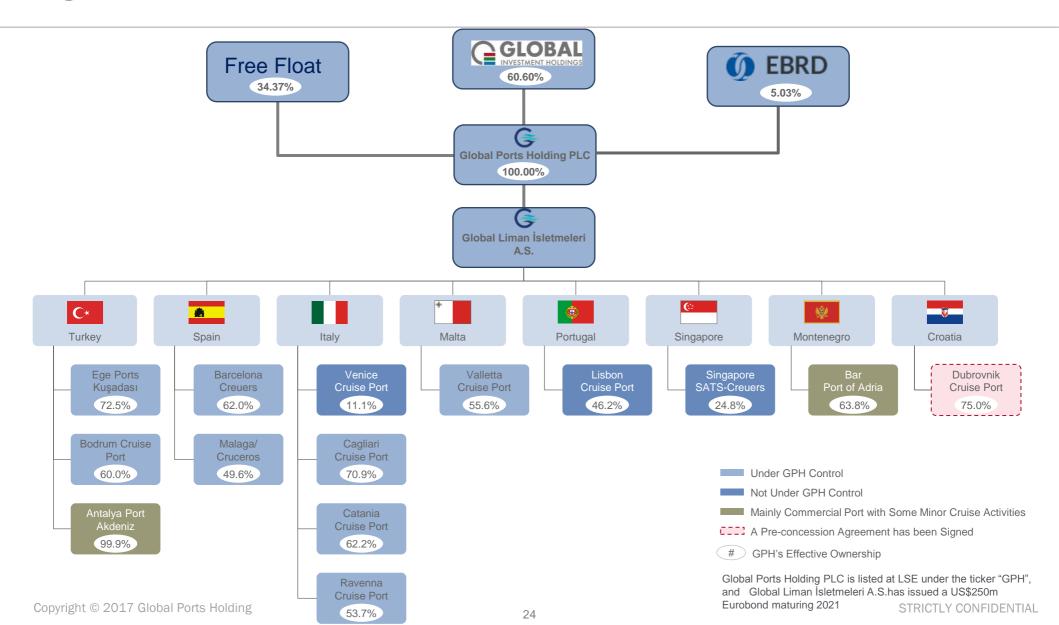


Carla Salvado
Director of Cruise
Marketing

- Appointed Director of Cruise Marketing at Global Ports Holding in 2016, 15 years of experience in the Cruise Industry
- Joined Barcelona Port Authority in 2006 as Cruise Manager, in 2010 was appointed as Marketing & Cruise Director
- Holds a BSc degree in Economics and Business Sciences from Pompeu Fabra University, completed the PMD at ESADE and attended the Value Innovation Program at INSEAD



# **Organisational Structure**





# **Strong Infrastructure Characteristics**

#### Solid, Long-dated and Commercially Supportive Concession Framework

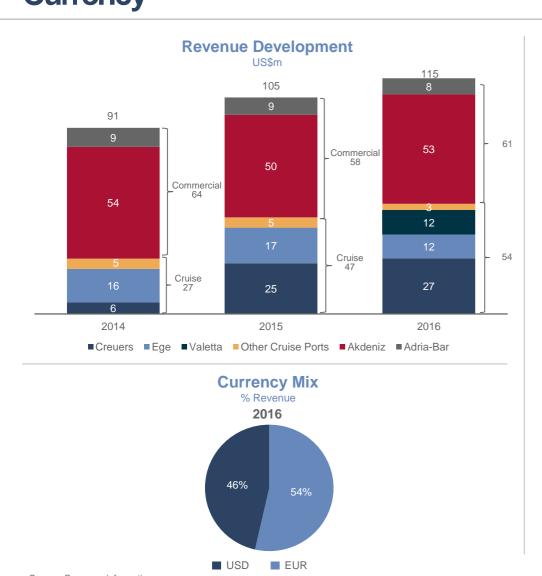
| Port                   | Concession<br>Expiry              | Extension<br>Potential            | No Future Capex<br>Obligation? | Tariff Discretion?    | Comments  |
|------------------------|-----------------------------------|-----------------------------------|--------------------------------|-----------------------|---|
| Antalya                | 2028                              | 2047<br>(Ongoing<br>process)      | <b>√</b>                       | ✓                     | <ul> <li>As in the Ege Ports decision, the Council of State is expected to reverse the lower court's judgement on the extending the concession until 2047 (currently 2028). Subsequently, management expects that the lower court will decide in favour of Ortadogu Antalya in a new decision.</li> </ul>                     |
| Ege                    | 2033                              | 2052<br>(Ongoing<br>process)      | $\checkmark$                   | ✓                     | <ul> <li>Council of State reversed a lower court's judgement in a case to extend the concession until 2052 (currently<br/>2033). Subsequently, management expects that the lower court will decide in favour of Ege Ports in a new<br/>decision</li> </ul>  |
| Bodrum                 | 2019                              | 2056<br>(Ongoing<br>process)      | ✓                              | ✓                     | Initial court decided in favor of Bodrum Port case to extend the concession until 2056 (currently 2019). The appeal is pending before the Supreme Court   |
| Barcelona              | 2030 (Adossat)<br>2026 (WTC)      | 2053 (Adossat)<br>2050 (WTC)      | ✓                              | 2                     | Recent Spanish legislation provides for extension of port concessions up to 49 years in return for CAPEX commitment or upfront payment  |
| Malaga                 | 2038 (Levante)<br>2041 (Palmeral) | 2058 (Levante)<br>2061 (Palmeral) | ✓                              | 2                     | <ul> <li>Recent Spanish legislation provides for extension of port concessions up to 49 years in return for CAPEX<br/>commitment or upfront payment. In addition to the extension under legislation, provision under concession<br/>agreement for 10+5 year extensions</li> </ul>   |
| Singapore              | 2022                              | 2033                              | $\checkmark$                   | 2                     | The concession can be extended for 5+5 years by mutual agreement of parties   |
| Lisbon                 | 2049                              | -                                 | 2017                           | 1,2                   | Committed Capex is expected to be fully deployed by the end of 2017   |
| Adria-Bar              | 2043                              | -                                 | 2017                           | 2                     | Committed Capex is expected to be fully deployed by the end of 2017   |
| Valletta               | 2066                              | -                                 | $\checkmark$                   | 2 · · · · · · ·       | • N/A   |
| Ravenna                | 2020                              | -                                 | <b>√</b>                       | 2                     | • N/A   |
| Venice                 | 2024                              | 2060                              | <b>√</b>                       | <b>√</b> <sup>2</sup> | <ul> <li>Consortium is currently in the advance stage of discussions with Ministry of Transport for extending Venice Cruis Port concession for a minimum of 35 years, in return for building a new cruise terminal at Chioggia or Montesyndial, in addition to existing berths of Porto di Venezia for large ships</li> </ul> |
| Cagliari               | 2027                              | -                                 | ✓                              | 2                     | Application for 10 year extension currently under review by the Port Authority  |
| Catania                | 2026                              | -                                 | ✓                              | 2                     | • N/A   |
| Dubrovnik <sup>4</sup> | 2056                              | -                                 | 2019                           | ✓ 3                   | Committed Capex is expected to be fully deployed by the end of 2019   |

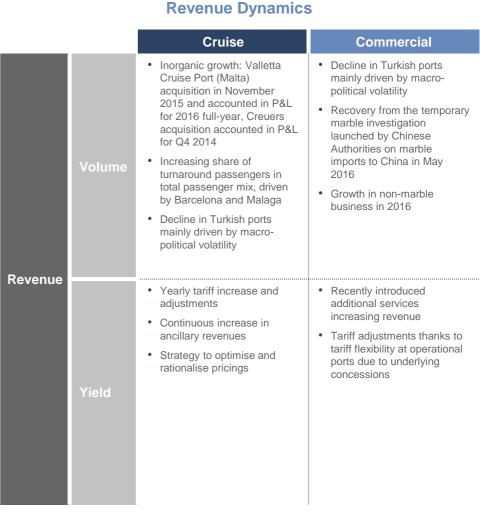
Cruise Ports Mainly Commercial Port with Some Minor Cruise Activities

Source: Company information. Notes: 1. Obtained approval for a 10% tariff increase in 2015, 20% tariff increase for 2016. 2. Tariff change subject to relevant authorities' approval. 3. Subject to a maximum cap (which is expected to significantly exceed the current tariff levels). 4. Concession tender awarded, currently awaiting agreement on the final terms of the concession agreement.

# Revenue Overview: 13% CAGR in the Last 2 Years, 100% Hard Currency<sup>1</sup>









# Track Record of Effective Consolidation with No Relevant Competition

| Target                 | Acquisition Date | <b>Competitive Process?</b> | <b>Process Description</b>        | Comments   |
|------------------------|------------------|-----------------------------|-----------------------------------|--|
| Ege                    | 2003             | Yes                         | Competitive Tender                | Competition was the local cooperation established by local entrepreneurs   |
| Akdeniz                | 2006             | Yes                         | Competitive Tender /<br>Bilateral | Acquisition completed in two tranches: First 40% through closed envelope offer, followed by an open auction, where GPH was the highest bidder. Rest of shares -55.98%- acquired from the other shareholder, through an SPA |
| Bodrum                 | 2008             | No                          | Bilateral Acquisition             | Acquired the shares from the winner of the B-O-T tender, following the completion of investment period   |
| Port of Adria-Bar      | 2013             | No                          | Uncompetitive Tender              | GPH was the only final bidder in the privatization process   |
| Creuers (Barcelona)    | 2013/2014        | No                          | Bilateral Acquisition             | Acquisition completed in two tranches; first the 43% of Port Authority and Transmediterranea in 2013 and then the acquisition of WDF and local shareholder's share corresponding to remaining 57% in 2014                  |
| Creuers (Malaga)       | 2013/2014        | No                          | Bilateral Acquisition             | This acquisition was part of the Barcelona acquisition where Barcelona held 80% of Malaga shares   |
| Lisbon                 | 2014             | No                          | Uncompetitive Tender              | GPH has managed to merge the local competition into its consortium-No other bidders  |
| Singapore              | 2014             | No                          | Bilateral Acquisition             | Negotiation and agreement with the selling shareholders  |
| Valletta               | 2015             | No                          | Bilateral Acquisition             | Solicitation to existing shareholders through placing an offer at the Board of Directors level   |
| Venice                 | 2016             | No                          | Uncompetitive Tender              | Process started as a competitive tender, ended up with the merger of all the bidders into a single consortium  |
| Ravenna                | 2016             | No                          | Bilateral Acquisition             | Negotiation and agreement with the selling shareholders  |
| Cagliari               | 2016             | No                          | Bilateral Acquisition             | Negotiation and agreement with the selling shareholders  |
| Catania                | 2016             | No                          | Bilateral Acquisition             | Negotiation and agreement with the selling shareholders  |
| Dubrovnik <sup>1</sup> | 2016             | No                          | Uncompetitive Tender              | GPH and Bouygues consortium was the only bidder, as no other bidder was able to meet the pre-qualification criteria  |

Note: 1. Concession awarded, currently awaiting for agreement on the final terms of the concession agreement and signing.

# Consolidated Income Statement (IFRS)



| US\$'000                                      | 31-Dec-14 | 31-Dec-15 | 31-Dec-16        |
|---|-----------|-----------|------------------|
| Revenue                                       | 90,684    | 105,481   | 114,869          |
| Cost of sales                                 | (56,290)  | (67,259)  | (72,083)         |
| Gross profit                                  | 34,394    | 38,222    | 42,786           |
| Other income                                  | 6,351     | 5,762     | 475              |
| Selling and marketing expenses                | (470)     | (317)     | (808)            |
| Administrative expenses                       | (10,767)  | (11,300)  | (16,204)         |
| Other expenses                                | (6,285)   | (7,839)   | (5,508)          |
| Operating profit                              | 23,223    | 24,528    | 20,741           |
| Finance income                                | 11,344    | 25,127    | 17,511           |
| Finance costs                                 | (28,108)  | (36,392)  | (35,272)         |
| Net finance costs                             | (16,764)  | (11,265)  | (17,761)         |
| Share of profit of equity-accounted investees | 19,088    | 671       | 2,219            |
| Profit before tax                             | 25,547    | 13,934    | 5,199            |
| Tax benefit/(expense)                         | (1,965)   | 2,526     | (925)            |
| Profit for the year                           | 23,582    | 16,460    | 4,274            |
| Profit for the year attributable to:          |           |           | ·<br>·<br>·<br>· |
| Owners of the Company                         | 21,865    | 14,157    | 2,208            |
| Non-controlling interests                     | 1,717     | 2,303     | 2,208            |
|   | 23,582    | 16,460    | 4,274            |

# **Consolidated Balance Sheet (IFRS)**



| US\$'000   | 31-Dec-14 | 31-Dec-15 | 31-Dec-16 |  |
|--|-----------|-----------|-----------|--|
| Non-current assets                                   |           |           |           |  |
| Property and equipment                               | 95,730    | 119,771   | 115,765   |  |
| Intangible assets                                    | 452,118   | 462,277   | 426,081   |  |
| Deferred tax assets                                  | 5,010     | 3,804     | 3,047     |  |
| Other non-current assets                             | 26,403    | 32,542    | 43,103    |  |
|  | 579,261   | 618,394   | 587,996   |  |
| Current assets                                       | ,         | ,         | ,         |  |
| Trade and other receivables                          | 8,804     | 10,801    | 11,922    |  |
| Due from related parties                             | 47,255    | 38,142    | 31,501    |  |
| Other current assets                                 | 27,089    | 25,073    | 24,185    |  |
| Cash and cash equivalents                            | 45,095    | 77,423    | 44,310    |  |
|  | 128,243   | 151,439   | 111,918   |  |
| Total assets   | 707,504   | 769,833   | 699,914   |  |
| Current liabilities                                  |           | ,         | 000,011   |  |
| Loans and borrowings                                 | 30,210    | 36,621    | 43,659    |  |
| Trade and other payables                             | 13,264    | 14,665    | 14,463    |  |
| Other current liabilities                            | 3,116     | 3,274     | 3,734     |  |
|  | 46,590    | 54,560    | 61,856    |  |
| Non-current liabilities                              | ,         | .,        | 0.,000    |  |
| Loans and borrowings                                 | 306,651   | 314,528   | 299,020   |  |
| Deferred tax liabilities                             | 97,986    | 104,170   | 97,173    |  |
| Other non-current liabilites                         | 16,050    | 18,751    | 19,800    |  |
|  | 420,687   | 437,449   | 415,993   |  |
| Total liabilities                                    | 467,277   | 492,009   | 477,849   |  |
|  |           | ,         | ·         |  |
| Equity   |           |           |           |  |
| Share capital  | 31,050    | 33,836    | 33,836    |  |
| Retained earnings                                    | 84,104    | 78,488    | 43,622    |  |
| Reserves   | 59,790    | 81,559    | 64,019    |  |
| Equity attributable to equity holders of the Company | 174,944   | 193,883   | 141,477   |  |
| Non-controlling interests                            | 65,283    | 83,941    | 80,588    |  |
| Total equity Total equity                            | 240,227   | 277,824   | 222,065   |  |

# **Consolidated Cash Flow Statement (IFRS)**



| US\$'000   | 31-Dec-14 | 31-Dec-15 | 31-Dec-16 |
|--|-----------|-----------|-----------|
| Cash flows from operating activities                                   |           |           |           |
| Profit for the year  | 23,582    | 16,460    | 4,274     |
| Adjustments for:   |           |           |           |
| Depreciation and amortization expense                                  | 30,738    | 38,184    | 40,556    |
| Bargain purchase gain  | (5,733)   | (5,190)   |           |
| Share of profit of equity-accounted investees, net of tax              | (19,088)  | (671)     | (2,219)   |
| Finance costs / (income) (excluding foreign exchange differences)      | 17,921    | 20,127    | 23,315    |
| Income tax (benefit) / expense   | 1,965     | (2,526)   | 925       |
| Foreign exchange differences on finance costs and income, net          | (1,157)   | (8,862)   | (5,553)   |
| Other items  | 2,261     | 3,082     | 3,912     |
| Operating cash flow before changes in operating assets and liabilities | 50,489    | 60,604    | 65,210    |
| Changes in operating assets and liabilities                            | (14,407)  | (1,732)   | (873)     |
| Cash generated by operations before benefit and tax payments           | 36,082    | 58,872    | 64,337    |
| Employee benefits paid   | (462)     | (183)     | (229)     |
| Income tax paid  | (5,318)   | (6,192)   | (4,478)   |
| Net cash generated from operating activities                           | 30,302    | 52,497    | 59,630    |
| Investing activities   |           |           |           |
| Acquisition of property and equipment                                  | (12,364)  | (7,146)   | (8,296)   |
| Other acquisition related items  | 24,423    | (29,768)  | (10,818)  |
| Other investment related items   | 2,089     | 246       | 2,864     |
| Net cash (used in)/from investing activities                           | 14,148    | (36,668)  | (16,250)  |
| Financing activities   |           |           |           |
| Increase in share capital  | -         | 57,325    | -         |
| Net change in due from / to related parties                            | (47,365)  | 1,396     | 1,205     |
| Dividends paid   | (13,974)  | (23,256)  | (37,617)  |
| Interest paid  | (18,597)  | (21,173)  | (26,255)  |
| Net borrowings   | 49,139    | 8,684     | (5,122)   |
| Net cash (used in)/from financing activities                           | (30,797)  | 22,976    | (67,789)  |
| Net increase in cash and cash equivalents                              | 13,653    | 38,805    | (24,409)  |
| Effect of foreign exchange rate changes                                | 11,015    | (10,401)  | (10,279)  |
| Cash and cash equivalents at beginning of year                         | 19,972    | 44,640    | 73,044    |
| Cash and cash equivalents at end of year                               | 44,640    | 73,044    | 38,356    |

