

- Following strong 1Q results, we upgrade our 2015F EBITDA forecast by 17% to PLN7.7bn (20% above consensus)...
- ... but due to lack of agreement with Gazprom and accelerating gas market liberalization...
- ... we see no upside to the current share price. We downgrade the stock from Buy to Neutral.

Best case less likely. Downgrade to Neutral

We are downgrading our rating on PGNiG to Neutral from Buy following the news that PGNiG initiated arbitration proceedings against Gazprom. We believe this means that the likelihood of positive outcome in pricing negotiations with Gazprom has decreased. However, we are increasing our 12M TP to PLN6.3 from PLN5.6 on the back of earnings upgrade and higher valuation multiples of comparable companies. Taking into account strong 1Q results, we upgrade our 2015 EBITDA forecast by 17% to PLN7.7bn (20% above consensus). On our new forecasts, PGNiG trades at 2015F and 2016F EV/EBITDA of 5.0x and 5.8x, which we do not find attractive.

Arbitration proceedings against Gazprom. On Wednesday evening PGNiG informed that the 6M negotiation period in the Yamal contract has ended and since the company did not reach an agreement with Gazprom, it has initiated arbitration proceedings regarding price terms of the contract. Even though PGNiG may still continue negotiations with Gazprom regardless of the arbitration proceedings, we think it may take months before the parties reach an agreement.

Following strong 1Q15 results... PGNiG reported strong 1Q15 EBITDA of PLN2.3bn (up 7% YoY), 14% above consensus and 20% above our estimates. Norm. EBITDA reached PLN2.4bn (up 4% YoY), 23% above our estimates due to 106% beat in Trade&Storage and 13% beat in Upstream. Reported NI came in at PLN1.2bn, up 5% YoY, 23% above consensus and 32% above our estimates.

... we upgrade our forecasts for 2015. We upgrade our 2015F norm. EBITDA forecast by 17% to PLN7.7bn (up 3% YoY) as we incorporate 10% higher crude oil production, 22% higher crude oil price, favorable gas tariffs till the end of July and cost savings, which have exceeded our expectations in 1Q15. We do not change our 2016F EBITDA forecast, which comes in at PLN6.6bn, down 14% YoY. Our 2015F and 2016F EBITDA forecasts are 20% and 6% above consensus, respectively, but we think consensus have not yet incorporated the strong 1Q15 results.

Valuation. We value PGNiG using a 70/30% combination of a DCF model and peer comparison to E&P and integrated gas companies. Our 12M target price comes in at PLN6.3, implying 2% upside. On our forecasts, PGNiG trades at 2015F and 2016F EV/EBITDA of 5x and 5.8x, respectively. Despite double-digit discount to peers, we do not find the valuation attractive as we believe the recently announced price discount scheme suggests acceleration of the gas liberalization process.

PGNiG: Financial forecasts and valuation

	2012	2013	2014	2015F	2016F	2017F
Norm. EBITDA (PLNm)	1,413	6,513	7,521	7,719	6,622	6,683
Norm. Net income (PLNm)	-347	2,648	3,776	3,882	3,140	3,169
EV/EBITDA (x)	31.6	6.3	5.2	5.0	5.8	5.7
PER (x)	n/m	13.7	9.6	9.3	11.6	11.5
Dividend yield (%)	0.0	2.1	2.4	3.3	4.4	3.6

Source: Company data, DI Investors estimates.

Throughout this report we are using prices as of 14.05.2015 unless otherwise stated.

Company data

Target Price (PLN)	6.30
Share Price (PLN)	6.15
Upside	2%
Min (52W)	4.2
Max (52W)	6.8
No. of shares (m)	5,900
Market cap. (PLNm)	36,285
Net debt (15F, PLNm)	2,199
EV (15F, PLNm)	38,488
Avg. 3M Turnover (PLNm)	28.8

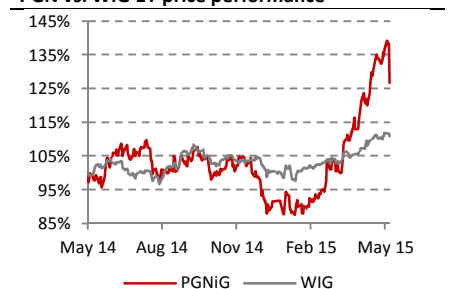
Shareholders

	%
State treasury	72.4
Others	27.6

Company description

PGNiG is the largest natural gas producer and distributor in Poland. In 2014 the company produced 4.5bcm of natural gas and 1.2mt of crude oil. The company's proved gas reserves in Poland come in at 82bcm and the company also holds 10 shale gas exploration licenses. PGNiG sells gas to 6.8m end-customers through 125th km of distribution network. Apart from its Polish operations, PGNiG holds stakes in oil and gas producing fields in Norway with 2P reserves of 81mboe, and in exploration licenses in Libya and Pakistan. In 2012 PGNiG acquired assets of Vattenfall Heat Poland with a total installed capacity of 1GWe and 4.8GWt.

PGN vs. WIG 1Y price performance



Source: Bloomberg, DI Investors

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The recommendation system of DI Investors is based on determination of target prices and their relations to current prices of financial instruments; in addition, when recommendations are addressed to a wide range of recipients, two methods of valuation are required.

In preparing this document DI Investors applied at least two of the following valuation methods:

- 1) discounted cash flows (DCF),
- 2) comparative,
- 3) target multiple,
- 4) scenario analysis,
- 5) dividend discount model (DDM),
- 6) NAV,
- 7) Sum of the parts.

The discounted cash flows (DCF) valuation method is based on discounting expected future cash flows. The main advantage of the DCF valuation is the fact that this method takes into account all cash streams the issuer is expected to reach and the cost of money over time. From the other hand, DCF valuation method requires a number of assumptions and is very sensitive to changes in parameters used in the model. Small changes in inputs can result in large changes in the value of a company.

The comparative valuation method is based on the rule of "one price". The advantages of this method are small number of parameters that need to be estimated, the fact that there is a relatively large number of indicators for companies being compared, the method is well-known among investors and the valuation is based on current market conditions. From the other hand a valuation derived from the comparative valuation method is considerably sensitive to the valuation of the companies classified as peers and can lead to simplification of the picture of the company.

The target multiple valuation approach is based on the assumption that the value of the company should be equal to pre-specified values of selected price multiples. The advantage of this method is its applicability to each company. From the other hand the target multiple approach is a highly subjective method.

The scenario analysis approach is based on the probability weighted valuation for three sets of assumptions: Bear case (20% probability), base case (60% probability) and bull case (20% probability). The base case is based on the assumptions and estimates which we have included in our financial forecasts and DCF valuation. In the bear/bull case scenarios we have analyzed the valuation sensitivity towards negative/positive changes in various assumptions including market size, market shares, profitability, growth, capex, valuation multiples etc. The advantage of this method is presentation of various scenarios and valuation sensitivity. As an disadvantage we find its complication and sensitivity towards probability weights assumption.

The dividend discount model (DDM) valuation uses predicted dividends that are expected to be paid out by the company and discounts them back to present value. The advantages of the DDM valuation method are its applicability to companies with long-term dividend payout history and the fact that it takes into account real cash streams that are expected to receive by equity-owners. From the other side the DDM valuation method requires a number of assumptions regarding dividend payouts.

The net asset value approach considers the underlying value of the company's individual assets net of its liabilities. Some of the advantages of the NAV approach are its applicability to asset holding companies and the fact that data required to perform the valuation are usually easily available. From the other hand the valuation derived from net asset value approach does not take into account future changes in sales or income and can understate the value of intangible assets.

The sum of the parts approach values a company by determining what its divisions would be worth if it was broken up and spun off or acquired by another company. The advantage of this method is a possibility to apply different valuation methods to different divisions. As an disadvantage we find scarcity of comparable basis for the respective business lines.

Terminology used in the recommendation:

P/E – price-earnings ratio

PEG - P/E to growth ratio

EPS - earnings per share

P/BV – price-book value

BV – book value

EV/EBITDA – enterprise value to EBITDA

EV – enterprise value (market capitalization plus net debt)

EBITDA – earnings before interest, taxes, depreciation, and amortization

EBIT – earnings before interest and tax

NOPAT – net operational profit after taxation

FCF - free cash flows

ROE – return on equity

WACC - weighted average cost of capital

CAGR – cumulative average annual growth

CPI – consumer price index

COE – cost of equity

L-F-L – like for like

Recommendation definitions:

Buy - indicates a stock's total return to exceed more than 1.5x respective cost of equity over the next twelve months.

Accumulate - indicates a stock's total return to exceed more than respective cost of equity over the next twelve months.

Neutral - indicates a stock's total return to be in range of 0% to respective cost of equity over the next twelve months.

Reduce - indicates a stock's total return to be in range of minus respective cost of equity to 0% over the next twelve months.

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